

HARSCO CORP

Form 4

December 22, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SORDONI ANDREW J III

(Last) (First) (Middle)

P.O. BOX 8888

(Street)

CAMP HILL, PA 17001-8888

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HARSCO CORP [HSC]

3. Date of Earliest Transaction
(Month/Day/Year)

12/22/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock, \$1.25 par value	12/22/2006		M		2,000	A \$ 37.06	95,500	D	
Common Stock, \$1.25 par value							1,000	I	By daughter
Common Stock, \$1.25 par value							1,500	I	By son

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Common
Stock,
\$1.25 par
value

19,000

I

By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and A Underlying S (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
				Code	V (A) (D)		
Stock Option (Right to Buy) <u>(1)</u>	\$ 37.06 <u>(1)</u>	12/22/2006		M	2,000	05/01/1998 ⁽¹⁾ 04/30/2007 ⁽¹⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 46.16					⁽¹⁾ 04/30/2008	Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 32.8125					⁽¹⁾ 04/30/2009	Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 29.3125					⁽¹⁾ 04/30/2010	Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 27.925					⁽¹⁾ 04/30/2011	Common Stock, \$1.25 par value
	\$ 41.92					⁽¹⁾ 04/30/2012	

Stock Option
(Right to Buy)
(1)

Common
Stock,
\$1.25 par
value

Stock Option
(Right to Buy) \$ 33.92
(1)

(1)

04/30/2013

Common
Stock,
\$1.25 par
value

Restricted
Stock
Units-NEDSP
(2)

(2)

(2)

Common
Stock,
\$1.25 par
value

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SORDONI ANDREW J III
P.O. BOX 8888
CAMP HILL, PA 17001-8888

X

Signatures

Mark E. Kimmel,
Attorney-in-Fact

12/22/2006

 **Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.

Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year

- (2) vesting period and will be settled promptly following termination of the individual's service as a director of the Company. Includes reinvested dividends.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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