# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vvasimigton, D.O. 2004

OMB APPROVAL									

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

							,			1								
			2. Issuer Name <b>and</b> Ticker or Trading Symbol HARSCO CORP [ HSC ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
													X	Director			10% O	vner
(Last)	,	=irst)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 08/15/2006							Officer ( below)	give title		Other (s below)	specify		
				i	4. If An	nendment	t, Dat	e of Original F	=iled (	Month/Da	y/Year)		6. Ind	ividual or Jo	int/Group	Filing (	(Check App	licable
(Street) CAMP HILL PA 17001-8888				4. If Amendment, Date of Original Filed (Month/Day/Year)									Line) X Form filed by One Reporting Person					
(City) (State) (Zip)		(Zip)								Form filed by More than One Reporting Person								
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (	e, Transaction Dispose Code (Instr.		rities Acquired (A) or ed Of (D) (Instr. 3, 4 a		and 5) Securities Beneficia Owned F		ly	Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
							v	Amount	mount (A) or (D)		ice	Transactio	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)		
Common	Stock, \$1.	25 par value												5,400			D	
			Table II - D					equired, D						wned				
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/Yea	Code	saction e (Instr.	5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	Expiration D	Expiration Date of Secur (Month/Day/Year) Underlyi			nd Amount ties ng Derivative (Instr. 3 and		8. Price of Derivative Security (Instr. 5)  8. Price of Derivative Securit Securit Owned Following Report Transac (Instr. 4)		ive iies cially ing ed ction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
				Code	e V	(A)	(D)	Date Exercisable		iration e	Title		unt or per of es					
Phantom Stock Units <sup>(1)</sup>	(1)	08/15/2006		J		34.617		(1)		(1)	Common Stock, \$1.25 par value	34.6	17 <sup>(1)</sup>	(1)	8,382.754		D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$29.3125 <sup>(2)</sup>							(2)	04/3	30/2010 <sup>(2)</sup>	Common Stock, \$1.25 par value	C	2)		2,000		D D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$27.925 <sup>(2)</sup>							(2)	04/3	30/2011 <sup>(2)</sup>	Common Stock, \$1.25 par value	(2	2)		2,000		D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$41.92							(2)	04.	/30/2012	Common Stock, \$1.25 par value		2)		1,00	0	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$33.92 <sup>(2)</sup>							(2)	04/3	30/2013 <sup>(2)</sup>	Common Stock, \$1.25 par value		2)		2,000		D	
Restricted Stock Units-	(3)							(3)		(3)	Common Stock, \$1.25 par		3)		2,264.	.09	D	

## **Explanation of Responses:**

- 1. Represents deferred compensation under the 1995 Non-Employee Directors' Stock Plan. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harsco Corporation Common stock at the date of settlement. The scheduled settlement date for the phantom stock units is by January 31, 2008. The deferred compensation credit for fees earned during the quarterly period is the fair market value on the day immediately preceding such credit date. Includes reinvested dividends. The amount credited for each quarterly dividend is payable using the dividend payment date as the value on the day immediately preceding such credit date.
- 2. Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
- 3. Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year vesting period and will be settled promptly following termination of the individual's service as a director of the Company. Includes reinvested dividends.

## Remarks:

Mark E. Kimmel, Attorney-In-

<u>08/16/2006</u>

**Fact** 

\*\* Signature of Reporting Person

Date

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

- \* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.