SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) HARSCO CORP [HSC] **VIVIANO JOSEPH P** Х Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Middle) (Last) (First) 11/15/2006 P.O. BOX 8888 6. Individual or Joint/Group Filing (Check Applicable 4. If Amendment, Date of Original Filed (Month/Day/Year) Line) (Street) X Form filed by One Reporting Person **CAMP HILL** PA 17001-8888 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 7. Nature of 1. Title of Security (Instr. 3) 5. Amount of 6. Ownership Date Execution Date Transaction Disposed Of (D) (Instr. 3, 4 and 5) Securities Form: Direct Indirect Beneficial (Month/Day/Year) (D) or Indirect if any (Month/Day/Year) Code (Instr. Beneficially 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) v Price Code Amount (Instr. 3 and 4) D Common Stock, \$1.25 par value 5,400 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and Title and Amount 8. Price of 9. Number of 10. 11. Nature of Securities Underlying Derivative Security (Instr. 3 and Ownership Form: Conversion Date Execution Date, Transaction Expiration Date Derivative derivative of Indirect (Month/Day/Year) Derivative (Month/Dav/Year) Security or Exercise if anv Code (Instr. Security Securities **Beneficial** (Instr. 3) Price of (Month/Day/Year) 8) Beneficially Direct (D) Securities (Instr. 5) Ownership Derivative Acquired 4) Owned or Indirect (Instr. 4) (A) or Disposed Security Following Reported (I) (Instr. 4) of (D) (Instr 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number of Date Expiration Date Code v (A) (D) Exercisable Title Shares Common Phantom Stock. 33.739(1) (1)(1) (1) (1)Stock 11/15/2006 Л 33 739 8 4 1 6 4 9 3 D \$1.25 par Units⁽¹⁾ value Stock Commo Option Stock, (2) \$29 3125(2) 04/30/2010⁽²⁾ 2.000 D (Right to \$1.25 pa Buy)⁽²⁾ value Stock Commo Option Stock, \$27.925⁽²⁾ 04/30/2011⁽²⁾ (2) 2 000 D (Right to \$1.25 pa Buy)⁽²⁾ value Stock Commor Option Stock. \$41 92 04/30/2012 1 000 D (Right to \$1.25 pa Buy)⁽²⁾ value Stock Commor Option Stock, 04/30/2013⁽²⁾ \$33.92⁽²⁾ (2) 2.000 D (Right to \$1.25 pa Buy)⁽²⁾ value Restricted Commor Stock Stock (3) (3)(3)(3)2.264.09 D Units \$1.25 pa NEDSP⁽³⁾ value

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 valuation 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-

11/15/2006

Date

** Signature of Reporting Person

Fact

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

 \ast 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.