FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

(	OMB	APPROVAL	
			=

hours per response:

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0.5

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. Name and Address of Reporting Person* <u>HATHAWAY DEREK C</u>						2. Issuer Name and Ticker or Trading Symbol HARSCO CORP [ HSC ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner													
(Last)	,	First)	(Middle)		3. Date 03/02/		urliest Tra	ınsact	tion (Mo	nth/D	ay/Year)	X	X Officer (give title Other (specify below)  Chairman, President and CEO						
(Street)	HILL P.	A	17001-8888		4. If Am	endn	nent, Date	e of C	Driginal F	Filed (	(Month/Day	6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting							
(City)	(S	State)	(Zip)												Person	Ju by William	c triair	One Report	9
		Т	able I - Nor	-Deriva	tive S	ecu	rities A	Acqı	uired,	Dis	posed of	f, or Be	nefic	ially	Owned				
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4						Form:	Direct Indirect I	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	Amount (A) or (D)		ice	Transaction(s) (Instr. 3 and 4)				,	
Common	Stock, \$1.2	25 par value		03/01/	2005				M		11,000	) A	\$	25.63	96,559	.3913		D	
Common	Stock, \$1.2	25 par value		03/01/2	2005				S <sup>(1)</sup>		1,500	D	\$	58.42	95,059	.3913		D	
Common	Stock, \$1.2	25 par value		03/01/2	2005				S <sup>(1)</sup>		700	D	\$	58.43	94,359.3913			D	
Common	Stock, \$1.2	25 par value		03/01/	2005				S <sup>(1)</sup>		800	D	\$	58.44	93,559	.3913		D	
Common	Stock, \$1.2	25 par value		03/01/2	2005				S <sup>(1)</sup>		1,200	D	\$	58.46	92,359.3913			D	
Common	Stock, \$1.2	25 par value		03/01/2	2005				S <sup>(1)</sup>		800	D	\$	58.47	91,559.3913			D	
Common	Stock, \$1.2	25 par value		03/01/2	2005				S <sup>(1)</sup>		1,500	D	\$	58.49	90,059.3913			D	
Common	Stock, \$1.2	25 par value		03/01/	03/01/2005				S <sup>(1)</sup>		1,000	D		58.5	89,059.3913			D	
Common	Stock, \$1.2	25 par value		03/01/	03/01/2005				S <sup>(1)</sup>		500	500 D		58.51	88,559.3913			D	
Common Stock, \$1.25 par value			03/01/2	03/01/2005				S <sup>(1)</sup>		1,500 D		\$	58.52	87,059.3913			D		
Common Stock, \$1.25 par value				03/01/	03/01/2005				S <sup>(1)</sup>		800		\$	58.53	86,259.3913			D	
Common Stock, \$1.25 par value				03/01/	3/01/2005				S <sup>(1)</sup>		700	D		58.6	85,559.3913			D	
Common	Stock, \$1.2	25 par value													26,650.831(2)				Savings Plan
			Table II - I	Derivati 'e.g., pu	ve Se ts. ca	curi IIs.	ties Ad warran	cqui nts. (	red, D	ispo	osed of, onvertib	or Bend	eficia iritie	ally O	wned				
1. Title of Derivative Security  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date Execution Date (Month/Day/Year) if any (Month/Day/Y				e, 4. Trans	action (Instr.	5. N of Deri Sec Acq (A) ( Disp of (I	umber vative urities uired	6. Da Expi	ate Exercitation Di nth/Day/\frac{1}{2}	isabl ate				mount 8. Price of Derivative erivative Security		9. Numbo derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	e es ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exer	e rcisable	Ex Da	piration te	Title	or	ount ount ount ount ount ount ount ount					
Stock Option (Right to Buy) <sup>(3)</sup>	\$29.47 <sup>(3)</sup>								(3)	01	/22/2006 <sup>(3)</sup>	Common Stock, \$1.25 par value		(3)		30,00	00	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$34.28 <sup>(3)</sup>								(3)	01/	/26/2007 <sup>(3)</sup>	Common Stock, \$1.25 par value		(3)		50,00	00	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$37.81 <sup>(3)</sup>								(3)	01	/25/2008 <sup>(3)</sup>	Common Stock, \$1.25 par value <sup>(3)</sup>		(3)		40,000		D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$29 <sup>(3)</sup>								(3)	01	/23/2010 <sup>(3)</sup>	Common Stock, \$1.25 par value		(3)		50,00	00	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$25.63	03/01/2005		М			11,000	01/2	2/2002 <sup>(3</sup>	01	/21/2011 <sup>(3)</sup>	Common Stock, \$1.25 par value	11,	000(3)	\$25.63 <sup>(3)</sup>	92,00	00	D	

	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. Transa Code ( 8)		of Deri Seci Acq (A) ( Disp of (E	vative urities uired or oosed O) (Instr. and 5)	6. Date Exerci Expiration Dat (Month/Day/Ye	е			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy) <sup>(3)</sup>	\$32.65 <sup>(3)</sup>							(3)	01/20/2012 <sup>(3)</sup>	Common Stock, \$1.25 par value	(3)		100,000	D	

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on Novembe r 24, 2004.
- 2. These shares were acquired under the Harsco Corporation Savings Plan in transactions that were exempt from Section 16(b) by virtu e of Rule 16a-8(b). The information presented is as of February 28, 2005.
- 3. Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

## Remarks:

<u>Derek C. Hathaway</u> 03/02/2005

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.