## SEC Form 4

Instruction 1(b)

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 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) (Last) (First) (Middle) below) below) 05/01/2006 P.O. BOX 8888 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) X Form filed by One Reporting Person 17001-8888 CAMP HILL PA Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of Indirect Transaction Disposed Of (D) (Instr. 3, 4 and Form: Direct Execution Date, (Month/Day/Year) Beneficially Beneficial (D) or Indirect if any Code (Instr. 5) 8) Ownership (Month/Day/Year) Owned Following (I) (Instr. 4) Reported (Instr. 4) (A) or (D) Transaction(s) Code v Amount Price (Instr. 3 and 4) Common Stock, \$1.25 par value 5,400 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and Expiration Date (Month/Day/Year) 1. Title of 3. Transaction 3A. Deemed 5. Number 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Derivative Conversion Execution Date, Transaction Derivative derivative Ownership of Indirec Date (Month/Day/Year) Derivative Security or Exercise if any Code (Instr. Underlying Security Securities Form: Beneficial Ownership Direct (D) or Indirect (I) (Instr. 4) Price of Derivative Derivative Security (Instr. 3 and 4) Beneficially Owned (Instr. 3) (Month/Day/Year) 8) Securities (Instr. 5) (Instr. 4) Acquired (A) or Security Following Disposed Reported of (D) Transaction(s) (Instr. 3. 4 (Instr. 4) and 5) Amount Number Expiration Date Date of Code v (A) (D) Exercisable Title Shares Common Phantom Stock, \$1.25 par Stock (1)(1) (1) (1) 8,315.861 D Units<sup>(1)</sup> value Stock Commo Stock, \$1.25 par Option \$29.3125(2) (2)04/30/2010<sup>(2)</sup> (2)2,000 D (Right to Buy)<sup>(2)</sup> value Stock Common Option Stock, 04/30/2011(2) \$27.925(2) (2) 2.000 D (Right to \$1.25 pa Buy)(2) value Stock Commo Option Stock, (2) 04/30/2012 (2) \$41.92 1,000 D \$1.25 par (Right to Buy)<sup>(2)</sup> value Stock Commo Option Stock \$33.92<sup>(2)</sup> 04/30/2013<sup>(2)</sup> (2) 2 000 D (Right to \$1.25 par Buy)<sup>(2)</sup> value Restricted Common Stock Stock, \$1.25 par 1,000 (3) 05/01/2006 (3) (3) 1,000<sup>(3)</sup> (3) 2,256.903 D A Units-NEDSP<sup>(3)</sup> 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-05/02/2006 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.