

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>HATHAWAY DEREK C</u><br>_____<br>(Last) (First) (Middle)<br><u>P.O. BOX 8888</u><br>_____<br>(Street)<br><u>CAMP HILL PA 17001-8888</u><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>HARSCO CORP [ HSC ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman and CEO</u> |  |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/20/2006</u>     |  |  |   |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|   |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock, \$1.25 par value <sup>(1)</sup> | 03/20/2006                           |  | M                              |   | 50,000  | A          | \$34.28 | 112,563.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 200   | D          | \$80.67 | 112,363.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 100   | D          | \$80.71 | 112,263.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 100   | D          | \$80.72 | 112,163.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 700   | D          | \$80.74 | 111,463.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 500   | D          | \$80.76 | 110,963.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 200   | D          | \$80.77 | 110,763.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 100   | D          | \$80.78 | 110,663.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 500   | D          | \$80.79 | 110,163.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 600   | D          | \$80.8  | 109,563.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 1,000   | D          | \$80.81 | 108,563.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 100   | D          | \$80.82 | 108,463.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 800   | D          | \$80.83 | 107,663.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 100   | D          | \$80.84 | 107,563.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 200   | D          | \$80.85 | 107,363.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 600   | D          | \$80.86 | 106,763.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 1,400   | D          | \$80.89 | 105,363.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 1,500   | D          | \$80.9  | 103,863.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 500   | D          | \$80.92 | 103,363.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 1,400   | D          | \$80.93 | 101,963.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 600   | D          | \$80.94 | 101,363.3913  | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 3,400   | D          | \$80.95 | 97,963.3913   | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 500   | D          | \$80.96 | 97,463.3913   | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 1,100   | D          | \$80.97 | 96,363.3913   | D  |   |
| Common Stock, \$1.25 par value                | 03/20/2006                           |  | s <sup>(2)</sup>               |   | 800   | D          | \$80.98 | 95,563.3913   | D  |   |
| Common Stock, \$1.25 par value                |                                      |  |                                |   |   |            |         | 27,701.296 <sup>(3)</sup>   | I  | Savings Plan  |

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

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| 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 Amount or Number of Underlying Derivative Security (Instr. 3 and 4) | 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           |  |  |  |   |  |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$34.28  | 03/20/2006                           |  | M                              |   |  | 50,000 | 01/27/1998   | 01/26/2007                | Common Stock, \$1.25 par value   | \$34.28                                    | 0.0000   | D   |  |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$37.81 <sup>(4)</sup>                                 |                                      |  |                                |   |  |        | (4)  | 01/25/2008 <sup>(4)</sup> | Common Stock, \$1.25 par value   |  | 40,000   | D   |  |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$29 <sup>(4)</sup>                                    |                                      |  |                                |   |  |        | (4)  | 01/23/2010 <sup>(4)</sup> | Common Stock, \$1.25 par value   |  | 50,000   | D   |  |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$32.65 <sup>(4)</sup>                                 |                                      |  |                                |   |  |        | (4)  | 01/20/2012 <sup>(4)</sup> | Common Stock, \$1.25 par value   |  | 100,000  | D   |  |

**Explanation of Responses:**

- This filing represents a continued filing one of three SEC Form 4 filings for this date.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2006.
- These shares were acquired under the Harsco Corporation Savings Plan in transactions that were exempt from Section 16(b) by virtue of Rule 16a-8(b). The information presented is as of February 28, 2006.
- Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

**Remarks:**

Derek C. Hathaway 03/21/2006

\*\* 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.

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