

**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* <u>Neuffer Richard C</u>  (Last) (First) (Middle) P.O. BOX 8888  (Street) CAMP HILL PA 17001-8888  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARSCO CORP [ HSC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below) Sr. V.P. and Grp. Pres.
	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/22/2009		M		2,333.33	A	\$26.155	4,872.33	D	
Common Stock, \$1.25 par value	01/22/2009		F		983.33	D	\$26.155	3,889	D	
Common Stock, \$1.25 par value <sup>(1)</sup>								3,346.28 <sup>(1)</sup>	I	Savings Plan
Restricted Stock Units	01/22/2009		M		2,333.33	D	\$26.155	4,666.67	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. 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 of Securities 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>(2)</sup>	\$14.5 <sup>(2)</sup>							(2)	01/23/2010 <sup>(2)</sup>	Common Stock, \$1.25 par value	(2)	4,800	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$12.815 <sup>(2)</sup>							(2)	01/21/2011 <sup>(2)</sup>	Common Stock, \$1.25 par value	(2)	8,000	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$16.325 <sup>(2)</sup>							(2)	01/20/2012 <sup>(2)</sup>	Common Stock, \$1.25 par value	(2)	6,000	D	
Restricted Stock Units-EICP <sup>(3)</sup>	(3)							(3)	01/24/2009 <sup>(3)</sup>	Common Stock, \$1.25 par value	(3)	5,000	D	
Restricted Stock Units - EICP <sup>(4)</sup>	(4)							(4)	01/23/2010 <sup>(4)</sup>	Common Stock, \$1.25 par value	(4)	3,333.33	D	

**Explanation of Responses:**

- These shares were acquired in 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 December 31, 2007.
- Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Each restricted stock unit has a three year vesting period. No dividends are paid on the units until they vest.
- Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until they vest.

**Remarks:**

Richard C. Neuffer 01/26/2009  
 \*\* 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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