SEC Form 4

FORM 4

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
or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person[*] **WILBURN ROBERT C** (Last) (First) (Middle) **P.O. BOX 8888** (Street) **CAMP HILL PA 17001-8888** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **HARSCO CORP** [HSC] 3. Date of Earliest Transaction (Month/Day/Year) 02/18/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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								3,500	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)[1]	$21							(2)	04/30/2004	Common Stock, $1.25 par value	(2)		2,000	D	
Stock Option (Right to Buy)[2]	$23.8125							(3)	04/30/2005	Common Stock, $1.25 par value	(2)		2,000	D	
Stock Option (Right to Buy)[2]	$34.6875							(2)	04/30/2006	Common Stock, $1.25 par value	(2)		2,000	D	
Phantom Stock Units[4]	(4)	02/17/2004		J		69.802		(4)	(4)	Common Stock, $1.25 par value	69.802	$45.75	773.168[4]	D	
Stock Option (Right to Buy)[2]	$37.06							(2)	04/30/2007	Common Stock, $1.25 par value	(2)		2,000	D	
Stock Option (Right to Buy)[2]	$46.16							(2)	04/30/2008	Common Stock, $1.25 par value	(2)		2,000	D	
Stock Option (Right to Buy)[2]	$32.8125							(2)	04/30/2009	Common Stock, $1.25 par value	(2)		2,000	D	
Stock Option (Right to Buy)[2]	$29.3125							(2)	04/30/2010	Common Stock, $1.25 par value	(2)		2,000	D	
Stock Option (Right to Buy)[2]	$27.925							(2)	04/30/2011	Common Stock, $1.25 par value	(2)		2,000	D	
Stock Option (Right to Buy)[2]	$41.92							(2)	04/30/2012	Common Stock, $1.25 par value	(2)		2,000	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)(2)	$33.92							(2)	04/30/2013	Common Stock, $1.25 par value	(2)		2,000	D	

Explanation of Responses:

1. Stock option granted pursuant to Harsco Corporation 1986 Stock Option Plan, in a transaction exempt under Rule 16b-3.

2. Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.

3. Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

4. 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 in annual installments over ten years to commence by January 31, 2008. Includes reinvested dividends.

Remarks:

Mark E. Kimmel, Attorney-In-Fact	02/18/2004
** 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.