

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>SCHEINER JAMES I</b>			2. Issuer Name and Ticker or Trading Symbol <b>HARSCO CORP [ HSC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/04/2005</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
P.O. BOX 8888			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>CAMP HILL PA 17001-8888</b>								
(City)	(State)	(Zip)						

**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	02/03/2005		M		2,000	A	\$34.6875	5,526	D		
Common Stock, \$1.25 par value	02/03/2005		S		2,000	D	\$55.4015	3,526	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
Stock Option (Right to Buy) <sup>(1)</sup>	\$34.6875	02/03/2005		M			2,000	04/30/1997 <sup>(1)</sup>	04/30/2006 <sup>(1)</sup>	Common Stock, \$1.25 par value	2,000 <sup>(1)</sup>	\$34.6875 <sup>(1)</sup>	0.0000	D	
Phantom Stock Units <sup>(2)</sup>	(2)							(2)	(2)	Common Stock, \$1.25 par value	(2)		3,888.339	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$37.06							(1)	04/30/2007 <sup>(1)</sup>	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$46.16							(1)	04/30/2008 <sup>(1)</sup>	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$32.8125							(1)	04/30/2009 <sup>(1)</sup>	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$29.3125							(1)	04/30/2010 <sup>(1)</sup>	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$27.925							(1)	04/30/2011 <sup>(1)</sup>	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$41.92							(1)	04/30/2012 <sup>(1)</sup>	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$33.92							(1)	04/30/2013 <sup>(1)</sup>	Common Stock, \$1.25 par value	(1)		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					
Restricted Stock Units-NEDSP <sup>(3)</sup>	(3)							(3)	05/03/2005 <sup>(3)</sup>	Common Stock, \$1.25 par value	(3)	500	D	

**Explanation of Responses:**

1. Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
2. 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 Harco 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, 2006. Includes reinvested dividends.
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.

**Remarks:**

Mark E. Kimmel, Attorney-In-Fact      02/04/2005

\*\* 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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