

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | |
|--|-----------|
| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>SCHEINER JAMES I</u> (Last) (First) (Middle) <u>P.O. BOX 8888</u> (Street) <u>CAMP HILL PA 17001-8888</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HARSCO CORP [HSC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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) 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 |
|---|---|---|

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 | | | | | | | | | 3,526 | 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 | Amount or Number of Shares | | | | |
| Phantom Stock Units ⁽¹⁾ | (1) | 05/15/2006 | | J | | 72.653 | | (1) | (1) | Common Stock, \$1.25 par value | 72.653 ⁽¹⁾ | (1) | 4,022.013 | D | |
| Stock Option (Right to Buy) ⁽²⁾ | \$32.8125 ⁽²⁾ | | | | | | | (2) | 04/30/2009 ⁽²⁾ | Common Stock, \$1.25 par value | (2) | | 2,000 | D | |
| Stock Option (Right to Buy) ⁽²⁾ | \$29.3125 ⁽²⁾ | | | | | | | (2) | 04/30/2010 ⁽²⁾ | Common Stock, \$1.25 par value | (2) | | 2,000 | D | |
| Stock Option (Right to Buy) ⁽²⁾ | \$27.925 ⁽²⁾ | | | | | | | (2) | 04/30/2011 ⁽²⁾ | Common Stock, \$1.25 par value | (2) | | 2,000 | D | |
| Stock Option (Right to Buy) ⁽²⁾ | \$41.92 ⁽²⁾ | | | | | | | (2) | 04/30/2012 ⁽²⁾ | Common Stock, \$1.25 par value | (2) | | 2,000 | D | |
| Stock Option (Right to Buy) ⁽²⁾ | \$33.92 ⁽²⁾ | | | | | | | (2) | 04/30/2013 ⁽²⁾ | Common Stock, \$1.25 par value | (2) | | 2,000 | D | |
| Restricted Stock Units-NEDSP ⁽³⁾ | (3) | | | | | | | (3) | (3) | Common Stock, \$1.25 par value | (3) | | 2,258.87 | D | |

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 Harco Corporation Common Stock at the date of settlement. Represents a scheduled settlement date for the phantom stock units to be paid in cash in annual installments over ten years commencing by January 31, 2006. 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-Fact 05/16/2006

** 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.

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.