

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event) November 19, 1996

HARSCO CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

1-3970
(Commission
File Number)

23-1483991
(I.R.S. Employer
Identification
Number)

350 POPLAR CHURCH ROAD
CAMP HILL, PENNSYLVANIA
(Address of principal executive offices)

17001-8888
(Zip Code)

Registrant's telephone number, including area code: (717) 763-7064

Item 5. Other Events:

Declaration of Two-For-One Common Stock Split

The Company declared a two-for-one stock split of its outstanding Common Stock, par value of \$1.25 per share (the "Common Stock"), including shares held as treasury stock. The two-for-one stock split (the "Stock Split") shall be payable February 14, 1997, to the shareholders of record at the close of business on January 15, 1997.

In connection with the Stock Split, the Company intends to issue and list on The New York Stock Exchange, Inc. and The Pacific Stock Exchange, Inc., approximately 35,000,000 additional shares of Common Stock. Stockholders will not have to surrender their present stock certificates, which will continue to represent the same number of shares of Common Stock. Certificates for the additional shares of Common Stock will be mailed to stockholders on February 14, 1997.

No preferred stock has been issued other than the preferred stock rights for a Series A Junior Participating Cumulative Preferred Stock distributed by the Company in September 1987 for each outstanding share of Common Stock. These rights shall be adjusted pursuant to the Rights Agreement between the Company and The Chase Manhattan Bank, N.A. such that following distribution of the split shares, each share of Common Stock shall have one-half of a right associated with it, and the other terms will remain unchanged.

A copy of the press release issued by the Company on November 19, 1996 is attached hereto as Exhibit A and incorporated herein.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HARSCO CORPORATION
(Registrant)

Date: November 27, 1996

By: /s/ Paul C. Coppock

Paul C. Coppock
Senior Vice President,
Chief Administrative Officer,
General Counsel and Secretary

[HARSCO CORPORATION LETTERHEAD]

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HARSCO CORPORATION DECLARES
TWO-FOR-ONE STOCK SPLIT;
RAISES DIVIDEND 5.3 PERCENT

HARRISBURG, PA. (November 19, 1996) ... The Board of Directors of Harsco Corporation (NYSE:HSC) has approved a two-for-one common stock split and declared a 5.3 percent increase in the quarterly dividend on the Company's common stock.

The common stock split is the company's first since 1986. One additional share will be issued for each share of Harsco common stock held by shareholders of record as of the close of business on January 15, 1997. New shares will be distributed on February 14, 1997 by the Corporation's transfer agent.

The declared dividend of \$0.40 per share (pre-split) is equivalent to an annual rate of \$1.60 per share. The dividend is payable on February 14, 1997 to shareholders of record as of January 15, 1997.

Derek C. Hathaway, Chairman and Chief Executive Officer said, "These actions taken today by the Harsco Board of Directors underscore the strength of our record financial performance and the Board's continued confidence in our prospects for sustained growth and earnings. Through the stock split, our shares become even more attractive to a broader range of the investment market."

Harsco Corporation's diversified services and products add value to a range of worldwide industries. Harsco's core businesses comprise three main operating groups: Metal Reclamation and Mill Services, the world's leader in specialized material handling and

metals recovery services for the metallurgical industries; Infrastructure and Construction, which serves the world's railway maintenance, infrastructure, and construction requirements; and Process Industry Products, which specializes in gas containment and control equipment, precision fittings, and other equipment for the petrochemical, pharmaceutical, food processing, and other industries. Harsco also holds a 40 percent equity interest in United Defense, L.P. a joint venture with FMC Corporation. United Defense is one of the world's leading producers of ground combat vehicles and other defense systems for the U.S. and allied nations. For the year ending December 31, 1995, Harsco reported total revenues of \$1.5 billion.

Other Harsco announcements are available free of charge by Fax at (800)-758-5804, extension 396725, or on the Internet at <http://www.prnewswire.com>.

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