

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* <b>HATHAWAY DEREK C</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/01/2004</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 <sup>(1)</sup>	12/01/2004		S <sup>(2)</sup>		800	D	\$53.02	96,759.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		100	D	\$53.01	96,659.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		1,100	D	\$53	95,559.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		1,000	D	\$52.99	94,559.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		400	D	\$52.89	94,159.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		800	D	\$52.95	93,359.3913	D	
Common Stock, \$1.25 par value	12/01/2004	12/02/2004	S <sup>(2)</sup>		500	D	\$52.94	92,859.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		800	D	\$52.91	92,059.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		2,000	D	\$52.9	90,059.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		1,900	D	\$52.89	88,159.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		100	D	\$52.93	88,059.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		300	D	\$52.88	87,759.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		500	D	\$52.87	87,259.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		400	D	\$52.86	86,859.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		400	D	\$52.85	86,459.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		300	D	\$52.83	86,159.3913	D	
Common Stock, \$1.25 par value	12/01/2004		S <sup>(2)</sup>		100	D	\$52.82	86,059.3913	D	
Common Stock, \$1.25 par value	12/02/2004		S <sup>(2)</sup>		500	D	\$52.92	85,559.3913	D	
Common Stock, \$1.25 par value								25,607.346 <sup>(3)</sup>	I	Savings Plan

**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>(4)</sup>	\$29.47 <sup>(4)</sup>							(4)	01/22/2006 <sup>(4)</sup>	Common Stock, \$1.25 par value	(4)	30,000	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) <sup>(4)</sup>	\$34.28 <sup>(4)</sup>							(4)	01/26/2007 <sup>(4)</sup>	Common Stock, \$1.25 par value	(4)		50,000	D	
Stock Option (Right to Buy) <sup>(4)</sup>	\$37.81 <sup>(4)</sup>							(4)	01/25/2008 <sup>(4)</sup>	Common Stock, \$1.25 par value <sup>(4)</sup>	(4)		40,000	D	
Stock Option (Right to Buy) <sup>(4)</sup>	\$29 <sup>(4)</sup>							(4)	01/23/2010 <sup>(4)</sup>	Common Stock, \$1.25 par value	(4)		50,000	D	
Stock Option (Right to Buy) <sup>(4)</sup>	\$25.63 <sup>(4)</sup>							(4)	01/21/2011 <sup>(4)</sup>	Common Stock, \$1.25 par value	(4)		125,000	D	
Stock Option (Right to Buy) <sup>(4)</sup>	\$32.65 <sup>(4)</sup>							(4)	01/20/2012 <sup>(4)</sup>	Common Stock, \$1.25 par value	(4)		100,000	D	

**Explanation of Responses:**

- This filing represents SEC Form 4 filing two of two.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 24, 2004.
- These shares were acquired under 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 November 30, 2004.
- Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

**Remarks:**

Derek C. Hathaway

12/02/2004

\*\* 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.**