SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

	ss of Reporting Persor	*	2. Issuer Name and Ticker or Trading Symbol <u>HARSCO CORP</u> [HSC]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
(Last) (First) (Middle) 350 POPLAR CHURCH ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2013		Officer (give title below)	Other (specify below)	
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable			
(Street) CAMP HILL	РА	17011		Line) X	Form filed by One Reporti Form filed by More than C Person	0	
(City)	(State)	(Zip)			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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock, \$1.25 par value	03/08/2013		М		4,000	A	\$16.96	174,870	D		
Common Stock, \$1.25 par value	03/08/2013		S		4,000	D	\$24.18 ⁽¹⁾	170,870	D		
Common Stock, \$1.25 par value								42,600	Ι	by Spouse ⁽²⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10 11. Nature Derivative Conversion Execution Date, Transaction Derivative Expiration Date Securities Ownership of Indirect Date of Security Underlying Derivative derivative (Month/Dav/Year) Security or Exercise if anv Code (Instr. Securities (Month/Day/Year) Security (Instr. 5) Securities Form: Beneficial Price of Derivative Acquired (A) or Disposed Derivative Sec (Instr. 3 and 4) Beneficially Owned Direct (D) or Indirect Ownership (Instr. 4) (Instr. 3) (Month/Day/Year) 8) Security of (D) (Instr. Following (I) (Instr. 4) 3, 4 and 5) Reported Transaction(s) Amount (Instr. 4)

			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares				
Non- Qualified Stock Option (right to buy)	\$ 16.96 ⁽³⁾	03/08/2013	М			4,000 ⁽³⁾	05/01/2004	04/30/2013	Common Stock, \$1.25 par value	4,000 ⁽³⁾	\$0	0	D	

Explanation of Responses:

1. Price reflects the weighted average sale price for multiple transactions that ranged from \$24.15 to \$24.25 per share. The Reporting Person undertakes to provide, upon request by the Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

2. Reporting person disclaims beneficial ownership of these securities.

3. This option was previously reported as covering 2,000 shares at an exercise price of \$33.92 per share, but was adjusted to reflect the two-for-one stock split that occurred in March 2007.

By: A. Verona Dorch, Attorney-	<u>.</u>
in-Fact For: Andrew J. Sordoni,	03/12/2013
III	
** 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.