FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington,	DC	20549	
vaoimigton,	D.O.	20010	

Washington, D.C. 20010	

OMB APPROVAL								
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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

		of Reporting Person [*] <u>JERRY J</u>				er Name a					mbol			(Ched	lationship of ck all applica Director		g Perso	n(s) to Issu 10% Ov		
(Last) (First) (Middle) P.O. BOX 8888					3. Date of Earliest Transaction (Month/Day/Year) 02/15/2008										X Director 10% Owner Officer (give title Other (specify below) below)					
(Street) CAMP HILL PA 17001-8888			4. If Amendment, Date of Original Filed (Month/Day/Year)						Line)	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person										
(City)	(City) (State) (Zip)																	g : 0.00		
		-	Table I - Non-	Deriva	ative	Securit	ies /	Acqui	ired,	Disp	osed c	of, or	Bene	ficially	Owned					
1. Title of Security (Instr. 3)		[2. Transaction Date (Month/Day/Year)		Execut	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			and 5) Securities Beneficial Owned Fo		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)		Price	Reported Transactio (Instr. 3 an				(Instr. 4)	
Common Stock, \$1.25 par value														2,400(1)		(1) D				
			Table II - D			ecuritie alls, wa									wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. r) 8)		Derivative Securities Acquired or Disposof (D) (In	Derivative Exp		Oate Exercisable and piration Date onth/Day/Year)		7. Title and Amoun Securities Underly Derivative Security (Instr. 3 and 4)		derlying curity	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin Reporte	re es ally ig d	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership ct (Instr. 4)		
				Code	v	(A)	(D)	Date Exerc	isable	Exp Date	iration	Title	N:	mount or umber of nares		Transact (Instr. 4)				
Phantom Stock Units ⁽²⁾	(2)	02/15/2008		J		335.759		((2)		(2)	Common Stock, \$1.25 par value 335.75		35.759 ⁽²⁾	(2) 23,848		8.29	D		
Stock Option (Right to Buy) ⁽³⁾	\$16.4063 ⁽³⁾							((3)	04/3	0/2009 ⁽³⁾	Comn Stoc \$1.25 valu	k, par	(3)		4,000) ⁽¹⁾	D		
Stock Option (Right to Buy) ⁽³⁾	\$20.96 ⁽³⁾							((3)	04/3	0/2012 ⁽³⁾	Comn Stoc \$1.25 valu	k, par	(3)		4,000 ⁽¹⁾		D		
Stock Option (Right to Buy) ⁽³⁾	\$16.96 ⁽³⁾							((3)	04/3	0/2013 ⁽³⁾	Comn Stoc \$1.25 valu	k, par	(3)		4,000) ⁽¹⁾	D		
Restricted Stock Units- NEDSP ⁽⁴⁾	(4)							((4)		(4)	Comn Stoc \$1.25	k, par	(4)		6,608.7	99(1)	D		

Explanation of Responses:

- 1. Reflects adjustment made for two-for-one stock distribution on March 26, 2007.
- 2. Represents deferred compensation under the Deferred Compensation Plan for Non-Employee Directors. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harseo Corporation Common Stock at the date of settlement. The scheduled settlement date for the phantom stock units is in annual installments over five years to commence by January 31, 2010. 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.
- 3. Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
- 4. 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-02/19/2008

** 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.