

**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	
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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).

<b>1. Name and Address of Reporting Person*</b> <u>FAZZOLARI SALVATORE D</u> <hr/> (Last) (First) (Middle) <u>350 POPLAR CHURCH ROAD</u> <hr/> (Street) <u>CAMP HILL PA 17011</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>HARSCO CORP [ HSC ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/27/2011</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 <sup>(1)</sup>	01/27/2011 <sup>(1)</sup>	(1)	M <sup>(1)</sup>		6,666.67 <sup>(1)</sup>	A	\$32.895 <sup>(1)</sup>	93,428.0638 <sup>(1)</sup>	D	
Common Stock, \$1.25 par value <sup>(1)</sup>	01/27/2011 <sup>(1)</sup>	(1)	F <sup>(1)</sup>		2,080.67 <sup>(1)</sup>	D	\$32.895 <sup>(1)</sup>	91,347.3938 <sup>(1)</sup>	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				
Restricted Stock Units <sup>(1)</sup>	(1)	01/27/2011 <sup>(1)</sup>	(1)	M <sup>(1)</sup>			6,666.67 <sup>(1)</sup>	(1)	(1)	Common Stock, \$1.25 par value <sup>(1)</sup>	6,666.67 <sup>(1)</sup>	\$32.895 <sup>(1)</sup>	6,666.66 <sup>(1)</sup>	D	
Incentive Stock Option (right to buy) <sup>(2)</sup>	\$16.325 <sup>(2)</sup>							01/21/2003 <sup>(2)</sup>	01/20/2012 <sup>(2)</sup>	Common Stock, \$1.25 par value <sup>(2)</sup>	48,000		48,000	D	
Incentive Stock Option (right to buy) <sup>(3)</sup>	\$31.75 <sup>(3)</sup>							01/25/2014 <sup>(3)</sup>	01/24/2018 <sup>(3)</sup>	Common Stock, \$1.25 par value <sup>(3)</sup>	3,149		3,149	D	
Non-Qualified Stock Option (right to buy) <sup>(3)</sup>	\$31.75 <sup>(3)</sup>							01/25/2014 <sup>(3)</sup>	01/24/2018 <sup>(3)</sup>	Common Stock, \$1.25 par value <sup>(3)</sup>	161,851		161,851	D	

**Explanation of Responses:**

- Represents restricted stock units granted in 2009 under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until the RSUs vest.
- Stock option granted pursuant to the Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

Salvatore D. Fazzolari

01/31/2011

\*\* 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.

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