

| OMB APPROVAL             |           |
|--------------------------|-----------|
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**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

|   |           |          |   |  |  |   |  |  |
|---|-----------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Gerson Scott H</u> |           |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>HARSCO CORP [ HSC ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><u>V.P. &amp; Harsco Industrial</u> |  |  |
| (Last)  | (First)   | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/25/2011</u>     |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person _____   |  |  |
| 350 POPLAR CHURCH ROAD  |           |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  |  |  |   |  |  |
| (Street)  | CAMP HILL | PA       | 17011   |  |  |   |  |  |
| (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                |                                      |  |                                |   |   |            |       | 2,844.5241  | D  |   |
| Common Stock, \$1.25 par value <sup>(1)</sup> |                                      |  |                                |   |   |            |       | 2,840.753   | I  | by Managed Account <sup>(1)</sup>                     |

**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           |   |  |  |   |  |
| Incentive Stock Option (right to buy) <sup>(2)</sup>     | \$31.75 <sup>(2)</sup>                                 | 01/25/2011 <sup>(2)</sup>            | (2)  | A <sup>(2)</sup>               |   | 3,149 <sup>(2)</sup>   |     | 01/25/2014 <sup>(2)</sup>                                | 01/24/2018 <sup>(2)</sup> | Common Stock, \$1.25 par value <sup>(2)</sup>                                     | (2)  | 3,149 <sup>(2)</sup>   | D   |  |
| Non-Qualified Stock Option (right to buy) <sup>(2)</sup> | \$31.75 <sup>(2)</sup>                                 | 01/25/2011 <sup>(2)</sup>            | (2)  | A <sup>(2)</sup>               |   | 31,851 <sup>(2)</sup>  |     | 01/25/2014 <sup>(2)</sup>                                | 01/24/2018 <sup>(2)</sup> | Common Stock, \$1.25 par value <sup>(2)</sup>                                     | (2)  | 31,851 <sup>(2)</sup>  | D   |  |
| Restricted Stock Units <sup>(3)</sup>                    | (3)  |                                      |  |                                |   |  |     | (3)  | (3)                       | Common Stock, \$1.25 par value <sup>(3)</sup>                                     |  | 833.33   | D   |  |

**Explanation of Responses:**

- Includes shares that were acquired in 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 December 31, 2010.
- Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- 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.

Scott H. Gerson 01/27/2011  
 \*\* 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.

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.