

**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* <u>HATHAWAY DEREK C</u>  (Last) (First) (Middle) P.O. BOX 8888  (Street) CAMP HILL PA 17001-8888  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARSCO CORP [ HSC ]</u>	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) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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>	05/22/2006		S <sup>(2)</sup>		300	D	\$79.57	98,184.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S <sup>(2)</sup>		100	D	\$79.58	98,084.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S <sup>(2)</sup>		400	D	\$79.71	97,684.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S <sup>(2)</sup>		200	D	\$79.78	97,484.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S <sup>(2)</sup>		300	D	\$79.94	97,184.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S <sup>(2)</sup>		700	D	\$79.94	96,484.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S <sup>(2)</sup>		100	D	\$79.95	96,384.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S <sup>(2)</sup>		100	D	\$80.01	96,284.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S <sup>(2)</sup>		300	D	\$80.06	95,984.9913	D	
Common Stock, \$1.25 par value								27,656.001 <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 <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>	\$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 a continued filing three of three SEC Form 4 filings for this date.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2006.
- 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 April 30, 2006.
- Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

**Remarks:**

Derek C. Hathaway 05/23/2006  
 \*\* 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.

