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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

December 16, 2004  
(Date of earliest event reported)

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HARSCO CORPORATION

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(Exact name of registrant as specified in its charter)

DE

1-3970

23-1483991

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

P.O. Box 8888 Camp Hill, PA 17011

17001-8888

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 717-763-7064

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17  
CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR  
240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 16, 2004 the Company's Board of Directors adopted certain general  
changes to the Company's non-executive director and executive compensation plans  
to ensure compliance with the deferred compensation provisions of the American  
Jobs Creation Act of 2004 which go into effect in 2005. Additional amendments to  
the compensation plans will likely be necessary once more specific guidance is  
available from the U.S. Internal Revenue Service.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARSCO CORPORATION

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(Registrant)

DATE December 17, 2004

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/s/ Salvatore D. Fazzolari

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Salvatore D. Fazzolari  
Senior Vice President, Chief Financial  
Officer and Treasurer