SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGE
obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16(a

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

1. Name and Address of Reporting Person [*] Hochman Russell C.			2. Issuer Name and Ticker or Trading Symbol <u>HARSCO CORP</u> [HSC]		ionship of Reporting Person all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2018	X	below) SVP, GC, CCO and (below)
(Street) CAMP HILL (City)	PA (State)	17011 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (Form filed by One Report Form filed by More than 0 Person	ting 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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	03/03/2018		М		2,960	Α	\$ <mark>0</mark>	8,330	D	
Common Stock	03/03/2018		F		1,368	D	\$ <mark>0</mark>	6,962	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (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)	Reported	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	03/03/2018		М			2,960	(2)	(2)	Common Stock	2,960	\$ <mark>0</mark>	21,343	D	
Restricted Stock Units	(3)	03/02/2018		Α		7,912		(3)	(3)	Common Stock	7,912	\$ <mark>0</mark>	29,255	D	
Stock Appreciation Rights	\$19.8	03/02/2018		Α		17,102		(4)	03/02/2028	Common Stock	17,102	\$ <u>0</u>	17,102	D	
Performance Share Units	(5)	03/02/2018		Α		7,912		(5)	12/31/2020	Common Stock	7,912	\$0	7,912	D	

Explanation of Responses:

1. Restricted Stock Units convert into common stock on a one-for-one basis.

2. On March 3, 2017 the reporting person was granted 8,881 restricted stock units of which one-third vested on the first anniversary of the grant date.

3. Restricted stock units granted under the 2013 Equity and Incentive Compensation Plan represent a contingent right to receive Harsco common stock on a one-for-one basis when the restricted stock units vest. The restricted stock units vest in one-third increments on each of the first three anniversaries of the date of the grant

4. The stock appreciation rights vest in one-third increments on each of the first three anniversaries of the date of grant.

5. Each performance share unit represents a contingent right to receive the equivalent of one share of Harsco common stock. The performance share units vest based on the total shareholder return of Harsco common stock relative to the S&P 600 Industrial Index. The performance share units vest on 12/31/2020.

Remarks:

/s/ Russell C. Hochman

03/06/2018

Date

** Signature of Reporting Person

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.