

**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	
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1. Name and Address of Reporting Person* <b>SORDONI ANDREW J III</b>			2. Issuer Name and Ticker or Trading Symbol <b>HARSCO CORP [ HSC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2006</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
P.O. BOX 8888			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>CAMP HILL PA 17001-8888</b>								
(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	02/23/2006		M		2,000	A	\$34.6875	90,500	D	
Common Stock, \$1.25 par value								1,000	I	By daughter
Common Stock, \$1.25 par value								1,500	I	By son
Common Stock, \$1.25 par value								19,000	I	By Spouse

**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
Stock Option (Right to Buy) <sup>(1)</sup>	\$34.6875 <sup>(1)</sup>	02/23/2006		M		2,000		01/01/2000 <sup>(1)</sup>	04/30/2006 <sup>(1)</sup>	Common Stock, \$1.25 par value	2,000 <sup>(1)</sup>	\$34.6875 <sup>(1)</sup>	0.0000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$37.06							(1)	04/30/2007	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$46.16							(1)	04/30/2008	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$32.8125							(1)	04/30/2009	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$29.3125							(1)	04/30/2010	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$27.925							(1)	04/30/2011	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$41.92							(1)	04/30/2012	Common Stock, \$1.25 par value	(1)		2,000	D	
Stock Option (Right to Buy) <sup>(1)</sup>	\$33.92							(1)	04/30/2013	Common Stock, \$1.25 par value	(1)		2,000	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					
Restricted Stock Units-NEDSP <sup>(2)</sup>	(2)							(2)	05/03/2005 <sup>(2)</sup>	Common Stock, \$1.25 par value	(2)	1,256.903	D	

**Explanation of Responses:**

1. Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.
2. Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year vesting period and will be settled promptly following termination of the individual's service as a director of the Company. Includes reinvested dividends.

**Remarks:**

Mark E. Kimmel, Attorney-in-Fact      02/24/2006

\*\* 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.

**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.**