UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 1997

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-3970

HARSCO CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	23-1483991
(State of incorporation)	(I.R.S. Employer Identification No.)
Camp Hill, Pennsylvania	17001-8888
(Address of principal executive offices)	(Zip Code)
Registrant's Telephone Number	(717) 763-7064

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
YES [X] NO [ ]

Title of Each Class	Outstanding Shares at March 31, 1997
Common Stock Par Value $1.25	49,374,454
Preferred Stock Purchase Rights	49,374,454

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended March 31	
(In thousands, except per share amounts)	1997	1996*
REVENUES:		
Product sales	$ 208,257	$ 182,633
Service sales	182,437	184,053
NET SALES OF PRODUCTS AND SERVICES	390,694	366,686
Equity in income of unconsolidated entities	17,919	22,901
Other	166	235
TOTAL REVENUES	408,779	389,822
COSTS AND EXPENSES:		
Cost of products sold	159,370	139,901
Cost of services sold	139,836	140,627
Selling, general and administrative expenses	52,725	51,387
Research and development expenses	1,242	741
Facilities discontinuance and reorganization costs	2,455	768
Other	(432)	(558)
TOTAL COSTS AND EXPENSES	355,196	332,866
INCOME BEFORE INTEREST, INCOME TAXES, AND MINORITY INTEREST	53,583	56,956
Interest income	1,270	2,028
Interest expense	(3,992)	(6,087)
INCOME BEFORE INCOME TAXES AND MINORITY INTEREST	50,861	52,897
Provision for income taxes	19,327	20,630
INCOME BEFORE MINORITY INTEREST	31,534	32,267
Minority interest in net income	1,436	1,157
NET INCOME	$ 30,098	$ 31,110
Average shares of common stock outstanding	49,496	50,172
NET INCOME PER COMMON SHARE	$ .61	$ .62
Cash dividends declared per share	$ .20	$ .19

*Reclassified for comparative purposes.

See accompanying notes to consolidated financial statements.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In thousands)	MARCH 31 1997	DECEMBER 31 1996
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 28,167	$ 45,862
Receivables	283,000	268,230
Inventories:		
Finished goods	28,775	24,743
Work in process	28,948	25,843
Raw material and purchased parts	55,954	57,581
Stores and supplies	19,389	17,851
Total inventories	133,066	126,018
Other current assets	71,776	68,436
TOTAL CURRENT ASSETS	516,009	508,546
Property, plant and equipment, at cost	1,186,337	1,187,452
Allowance for depreciation	(677,853)	(674,340)
	508,484	513,112
Cost in excess of net assets of companies acquired, net	188,123	195,387
Investments in unconsolidated entities	66,313	57,719
Other assets	46,940	49,655
	$ 1,325,869	$ 1,324,419
LIABILITIES		
CURRENT LIABILITIES:		
Notes payable and current maturities	$ 30,884	$ 26,182
Accounts payable	100,890	111,912
Accrued compensation	37,032	44,501
Other current liabilities	110,923	111,432
TOTAL CURRENT LIABILITIES	279,729	294,027
Long-term debt	236,579	227,385
Deferred income taxes	33,380	34,182
Other liabilities	94,776	87,538
	644,464	643,132
SHAREHOLDERS' EQUITY		
Common stock and additional paid-in capital	155,814	150,974
Cumulative adjustments for translation & pension liability	(35,513)	(26,095)
Retained earnings	814,713	794,473
Treasury stock	(253,609)	(238,065)
	681,405	681,287
	$ 1,325,869	$ 1,324,419

See accompanying notes to consolidated financial statements.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31	
(In thousands)	1997	1996
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 30,098	$ 31,110
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	26,252	23,810
Amortization	2,267	2,328
Equity in income of unconsolidated entities	(17,919)	(22,901)
Dividends or distributions from unconsolidated entities	9,325	3,325
Deferred income taxes	1,180	1,929
Other, net	46	1,659
Changes in assets and liabilities:		
Accounts receivable	(19,828)	(4,503)
Inventories	(7,856)	(5,776)
Accounts payable	(6,567)	(7,792)
Other assets and liabilities	61	(982)
NET CASH PROVIDED BY OPERATING ACTIVITIES	17,059	22,207
CASH FLOWS FROM INVESTING ACTIVITIES:		
Expenditures for property, plant and equipment	(37,530)	(30,704)
Investments held-to-maturity, net of purchases	250	1,000
Other investing activities	3,422	1,196
NET CASH (USED) BY INVESTING ACTIVITIES	(33,858)	(28,508)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Short-term borrowings, net	5,809	(1,400)
Current maturities and long-term debt:		
Additions	15,124	761
Reductions	(1,655)	(4,198)
Cash dividends paid on common stock	(9,909)	(9,521)
Common stock issued-options	2,076	3,038
Common stock acquired for treasury	(12,152)	(8,973)
Other financing activities	--	496
NET CASH (USED) BY FINANCING ACTIVITIES	(707)	(19,797)
Effect of exchange rate changes on cash	(189)	(608)
Net (decrease) in cash and cash equivalents	(17,695)	(26,706)
Cash and cash equivalents at beginning of period	45,862	76,669
Cash and cash equivalents at end of period	$ 28,167	$ 49,963

See accompanying notes to consolidated financial statements.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (Cont'd.)

Notes to Consolidated Financial Statements

Commitments and Contingencies:

Federal Excise Tax and Other Matters Related to the Five-ton Truck Contract:

In the third quarter of 1995, the Company, the United States Army, and the United States Department of Justice concluded a settlement of the Company's previously reported claims against the Army relating to Federal Excise Tax ("FET") arising under a completed 1986 contract for the sale of five-ton trucks to the Army. On September 27, 1995, the Army paid the Company $49 million in accordance with the settlement terms. The Company released the Army from any further liability for those claims, and the Department of Justice released the Company from a threatened action for damages and civil penalties based on an investigation conducted by the Department's Commercial Litigation Branch that had been pending for several years. During the performance of the five-ton truck contract, the Company recorded an account receivable of $62.5 million for its claims against the Army relating to Federal Excise Tax. As a result of accepting the $49 million in settlement, the Company recorded a non-recurring, pre-tax, non-cash charge of $13.5 million (after-tax charge of $8.2 million, $.16 per share), in the third quarter of 1995.

The settlement preserves the rights of the parties to assert claims and defenses under the Internal Revenue Code, and rights of the Army and the Company to claim certain amounts that may be owed by either party to reconcile possible underpayments or overpayments on the truck contract as part of the formal contract close-out process.

The settlement does not resolve the claim by the Internal Revenue Service that, contrary to the Company's position, certain cargo truck models sold by the Company should be considered to have gross vehicle weights in excess of the 33,000 pound threshold under the Federal Excise Tax law, are not entitled to an exemption from the Federal Excise Tax under any other theory, and therefore are taxable. On December 19, 1996, the District Director of the Internal Revenue Service issued a 30-day letter and examination report (the "Report") that proposed an increase in Federal Excise Tax of $33.7 million plus penalties of $6.9 million and applicable interest currently estimated by the Company to be $29.7 million, primarily on the grounds that those cargo truck models are subject to the Federal Excise Tax. This proposed increase in Federal Excise Tax takes into account offsetting credits of $9.2 million, based on a partial allowance of the Company's $23.4 million claim that certain truck components are exempt from the Federal Excise Tax. The Report disallowed in full the Company's additional claim that it is entitled to the entire $52 million of Federal Excise Tax (plus applicable interest currently estimated by the Company to be $27.1 million) the Company has paid on the five-ton trucks, on the grounds that such trucks qualify for the Federal Excise Tax exemption applicable to certain vehicles specially designed for the primary function of off-highway

ITEM 1. FINANCIAL STATEMENTS (Cont'd.)

transportation. In the event that the Company ultimately receives from the Internal Revenue Service a refund of tax (including applicable interest) with respect to which the Company has already received reimbursement from the Army, the refund would be allocated between the Company and the Army. The Company plans to vigorously contest the findings of the District Director. On March 19, 1997, the Company filed its formal written protest to these findings with the Internal Revenue Service Office of the Regional Director of Appeals. Although there is risk of an adverse outcome, the Company believes that the cargo trucks are not taxable. No recognition has been given in the accompanying financial statements for the Company's claim or the dispute with the Internal Revenue Service.

The settlement agreement with the Army preserves the Company's right to seek reimbursement of after-imposed tax from the Army in the event that the cargo trucks are determined to be taxable, but the agreement limits the reimbursement to a maximum of $21 million. Additionally, in an earlier contract modification, the Army accepted responsibility for $3.6 million of the potential tax, bringing its total potential responsibility up to $24.6 million.

Under the settlement, the Army agreed that if the cargo trucks are determined to be taxable, the 1993 decision of the Armed Services Board of Contract Appeals (which ruled that the Company is entitled to a price adjustment to the contract for reimbursement of FET paid on vehicles that were to be delivered after October 1, 1988) will apply to the question of the Company's right to reimbursement from the Army for after-imposed taxes on the cargo trucks. In the Company's view, application of the 1993 decision will favorably resolve the principal issues regarding any such future claim by the Company. Therefore, the Company believes that even if the cargo trucks are ultimately held to be taxable, the Army would be obligated to reimburse the Company for a majority of the tax, (but not interest or penalty, if any), resulting in a net maximum liability for the Company of $9.1 million plus penalties of $6.9 million and applicable interest currently estimated by the Company to be $29.7 million. The Company believes it is unlikely that resolution of this matter will have a material adverse effect on the Company's financial position, however, it could have a material effect on quarterly or annual results of operations.

M9 Armored Combat Earthmover Claim:

The Company and its legal counsel are of the opinion that the U.S. Government did not exercise option three under the M9 Armored Combat Earthmover (ACE) contract in a timely manner, with the result that the unit prices for options three, four and five are subject to renegotiation. Claims reflecting the Company's position have been filed with respect to all options purported to be exercised, totaling in excess of $60 million plus interest. No recognition has been given in the accompanying financial statements for any recovery on these claims. In July 1995, the Armed

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (Cont'd.)

Services Board of Contract Appeals denied the motions for summary judgment which had been filed by both the Company and the Government. The Company is continuing to pursue its claim before the Armed Services Board of Contract Appeals.

Other Litigation:

In 1992, the U.S. Government filed a counterclaim against the Company in a civil suit alleging violations of the False Claims Act and breach of a contract to supply M109A2 Self-Propelled Howitzers. The counterclaim was filed in the United States Claims Court in response to the Company's claim of approximately $5 million against the Government for costs incurred on this contract relating to the same issue. In October 1995, Government counsel informed the Company's counsel that at trial it would claim breach of contract damages of $4.8 million plus damages and civil penalties under the False Claims Act totaling $6.8 million. This is a reduction from the previously asserted Government claim of $7.3 million in damages, trebled plus False Claims Act penalties. The trial commenced in July 1996 and a decision is expected in 1997. The Company and its counsel believe it is unlikely that resolution of these claims will have a material adverse effect on the Company's financial position, however, it could have a material effect on quarterly or annual results of operations.

Iran's Ministry of Defense initiated arbitration procedures against the Company in 1991 under the rules of the International Chamber of Commerce for damages allegedly resulting from breach of various contracts executed by the Company and the Ministry of Defense between 1970 and 1978. The contracts were terminated in 1978 and 1979 during the period of civil unrest in Iran that preceded the Iranian revolution. Iran asserted a claim under one contract for repayment of a $7.5 million advance payment it made to the Company, plus interest at 12% through June 27, 1991 in the amount of $25.3 million. Iran also asserted a claim for damages under other contracts for $76.3 million. The Company asserted various defenses and also filed counterclaims against Iran for damages in excess of $7.5 million which it sustained as a result of Iran's breach of contract, plus interest. At an arbitration hearing held in January 1996, Iran reduced the $76.3 million portion of its claim to approximately $34.4 million. The International Court of Arbitration took the case under advisement and in September 1996, awarded Iran a net amount of approximately $1.2 million. This represents an award of $7.5 million to Iran for the advance payment, offset by an award of $6.3 million to the Company for damages and legal costs and the denial of all pre-award interest claims for both parties. The Company and Iran have each filed appeals in the Supreme Court of Switzerland. The Company's management and its counsel believe it is unlikely that resolution of these claims will have a material adverse effect on the Company's financial position or results of operations.

ITEM 1. FINANCIAL STATEMENTS (Cont'd.)

In 1992, the United States Government through its Defense Contract Audit Agency commenced an audit of certain contracts for sale of tracked vehicles by the Company to foreign governments, which were financed by the United States Government through the Defense Security Assistance Agency. The Company cooperated with the audit and responded to a number of issues raised by the audit. In September 1994, the Company received a subpoena issued by the Department of Defense Inspector General seeking various documents relating to sale contracts between the Company and foreign governments which were funded by the Defense Security Assistance Agency. The Company is continuing to cooperate and is responding to the subpoena. Based on discussions with the agent in charge and the Government auditors, it appears that the investigation focuses on whether the Company made improper certifications to the Defense Security Assistance Agency and other government contract accounting matters. The Government has not asserted any claims at this time and it is too early to know whether a claim will be asserted or what the nature of any such claim would be, however, the Company's management and its counsel believe it is unlikely that this issue will have a material adverse effect on the Company's financial position.

In June 1994, the shareholder of the Ferrari Group, a Belgium holding company involved in steel mill services and other activities, filed a legal action in Belgium against Heckett MultiServ, S.A. and S.E.A.E., subsidiaries of MultiServ International N.V. (a subsidiary of the Company). The action alleges that these two subsidiaries breached contracts arising from letters of intent signed in 1992 and 1993 concerning the possible acquisition of the Ferrari Group, claiming that the subsidiaries were obligated to proceed with the acquisition and failed to do so. The action seeks damages of 504 million Belgian francs (approximately U.S. $15 million). The Company intends to vigorously defend against the action and believes that based on conditions contained in the letters of intent and other defenses it will prevail. The Company and its counsel believe that it is unlikely that these claims will have a material adverse effect on the Company's financial position or results of operations.

In August 1994, the Company filed a legal action in the United States District Court for the Southern District of New York against certain former shareholders of MultiServ International, N.V. seeking recovery of damages arising from misrepresentations which the Company claims were made to it in connection with its purchase of the MultiServ International, N.V. stock on August 31, 1993. The Complaint sought damages in an amount to be determined. On April 4, 1995, the Court dismissed various elements of the Company's claims and allowed the Company to amend its complaint with respect to other elements. At the Company's request, the Court dismissed the remaining claims which then allowed the Company to file an appeal in the United States Court of Appeals for the Second Circuit. The Company settled its claims with certain defendants, and continued to pursue its appeal with respect to claims against the other defendants. In August 1996, the Court of Appeals affirmed the lower court decision dismissing the Company's complaint. In March 1997, the Company reached a settlement of the claim for an immaterial amount.

ITEM 1. FINANCIAL STATEMENTS (Cont'd.)

Environmental

The Company is involved in a number of environmental remediation investigations and clean-ups and, along with other companies, has been identified as a "potentially responsible party" for certain waste disposal sites. While each of these matters is subject to various uncertainties, it is probable that the Company will agree to make payments toward funding certain of these activities and it is possible that some of these matters will be decided unfavorably to the Company. The Company has evaluated its potential liability, and its financial exposure is dependent upon such factors as the continuing evolution of environmental laws and regulatory requirements, the availability and application of technology, the allocation of cost among potentially responsible parties, the years of remedial activity required and the remediation methods selected. The Consolidated Balance Sheets at March 31, 1997 and December 31, 1996, include an accrual of $3.5 million and $3.9 million, respectively, for environmental matters. The amounts charged to earnings on a pre-tax basis related to environmental matters totaled $0.2 million and $0.1 million for the three months of 1997 and 1996, respectively.

The liability for future remediation costs is evaluated on a quarterly basis. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given inherent uncertainties in evaluating environmental exposures. Subject to the imprecision in estimating future environmental costs, the Company does not expect that any sum it may have to pay in connection with environmental matters in excess of the amounts recorded or disclosed above would have a material adverse effect on its financial position or results of operations.

Other

The Company is subject to various other claims, legal proceedings and investigations covering a wide range of matters that arose in the ordinary course of business. In the opinion of management, all such matters are adequately covered by insurance or by accruals, and if not so covered, are without merit or are of such kind, or involve such amounts, as would not have a material adverse effect on the financial position or results of operations of the Company.

New Financial Accounting Standards Issued

In February 1997, the Financial Accounting Standards Board issued SFAS No. 128, "Earnings per Share" which is effective for periods ending after December 15, 1997. The overall objective of SFAS 128 is to simplify the calculation of earnings per share (EPS) and achieve comparability with International Accounting Standards. The Company will be required to adopt SFAS No. 128 in the fourth quarter of 1997, but does not expect that the adoption will have a material effect on earnings per share.

Opinion of Management

Financial Information furnished herein, which is unaudited, reflects in the opinion of management all adjustments (all of which are of a recurring nature) that are necessary to present a fair statement of the interim period.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FINANCIAL CONDITION

Net cash provided by operating activities was $17.1 million in the first quarter of 1997 compared to $22.2 million in 1996. Operating cash flows for 1997 were unfavorably affected by working capital components. Accounts receivable and inventories increased $19.8 million and $7.9 million, respectively, and accounts payable decreased $6.6 million. During the first quarter, distributions of $9.3 million were received from unconsolidated entities. Distributions in the first quarter of 1996 were $3.3 million.

Capital expenditures for the first quarter of 1997 were a record $37.5 million compared with $30.7 million in 1996, reflecting the Company's program to achieve business growth and to improve productivity and product quality. Proceeds from the sale of property, plant and equipment in the first quarter 1997 provided $4.4 million in cash. Cash used for financing activities included a net increase in long-term debt of $13.5 million, a $5.8 million increase of short-term debt, and $9.9 million of cash dividends paid on common stock, for the first quarter 1997.

The Company has maintained a policy of reacquiring its common stock in unsolicited open market or privately-negotiated transactions at prevailing market prices for several years. In January 1997, the Board of Directors authorized the purchase, over a one-year period, of up to 2,000,000 shares of the Company's common stock. The total number of shares purchased under this program for the three months ended March 31, 1997 was 354,355 shares of common stock for approximately $12.2 million. Cash and cash equivalents decreased $17.7 million to $28.2 million at March 31, 1997.

Other matters which could affect cash flows in the future are discussed under Part 1, item 1 "Notes to Consolidated Financial Statements."

Harsco continues to maintain a good financial position, with net working capital of $236.3 million, an increase from the $214.5 million at December 31, 1996. Current assets amounted to $516 million, and current liabilities were $279.7 million, resulting in a current ratio of 1.8 to 1, up from 1.7 to 1 at December 31, 1996. With total debt of $267.5 million and equity of $681.4 million at March 31, 1997, the total debt as a percent of capital was 28.2%, compared to 27.1% at December 31, 1996.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Cont'd.)

The stock price range during the first quarter was 37 5/8 - 33 1/4. Harsco's book value per share at March 31, 1997, was $13.80, compared with $13.73 at December 31, 1996. The Company's annualized return on average equity for the first quarter of 1997 was 17.2%, compared with 18.2% for the year 1996. The annualized return on average assets was 16.1%, compared with the 16.8% for the year 1996. The annualized return on average capital for the first quarter was 13.5%, compared with 14.1% for year 1996.

The Company has available through a syndicate of banks a $400 million multi-currency five-year revolving credit facility, extending through July 2001. This facility serves as back-up to the Company's commercial paper program. As of March 31, 1997, there were no borrowings outstanding under this facility.

The Company has a U.S. commercial paper borrowing program under which it can issue up to $300 million of short-term notes in the U.S. commercial paper market. In addition, the Company has a 3 billion Belgian Franc program, equivalent to approximately US $90 million. The Belgian program will be used to borrow a variety of Eurocurrencies in order to fund the Company's European operations more efficiently and in appropriate currencies. The Company limits the aggregate commercial paper and syndicated credit facility borrowings at any one time to a maximum $400 million. At March 31, 1997, the Company had $65.7 million of commercial paper debt outstanding under both Commercial Paper programs.

The Company's outstanding long-term notes are rated A by Standard & Poor's, A by Fitch Investors Service and A-3 by Moody's. The Company's commercial paper is rated A-1 by Standard & Poor's, F-1 by Fitch Investors Service and P-2 by Moody's. The Company also has on file, with the Securities and Exchange Commission a Form S-3 shelf registration for the possible issuance of up to an additional $200 million of new debt securities, preferred stock or common stock.

As indicated by the above, the Company's financial position and debt capacity should enable it to meet its current and future requirements. As additional resources are needed, the Company should be able to obtain funds readily and at competitive costs.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Cont'd.)

RESULTS OF OPERATIONS
FIRST THREE MONTHS OF 1997 COMPARED
WITH FIRST THREE MONTHS OF 1996

First quarter revenues of $408.8 million were 5% above last year's comparable period. The increase was due principally to higher product sales of gas control and containment equipment, which included an acquisition in April of 1996. Higher product sales were also recorded for process equipment, railway maintenance of way equipment, and roofing granules and slag abrasives. Slightly offsetting these increases were lower service sales in metal reclamation and mill services which were adversely affected by the strengthening of the U.S. dollar, principally against certain European currencies, as well as the divesting of certain non-core businesses in Europe in April of 1996. Lower revenues, as expected, were also recorded for the Company's equity investment in United Defense, L.P.

Cost of products sold increased, principally due to higher volume which included an acquisition in 1996. Cost of services sold decreased as a result of lower sales of services. Selling, general and administrative expenses increased, as a result of higher compensation costs and the inclusion of an acquired company.

Income before income taxes and minority interest was down 4% from the comparable period last year due principally to the expected lower earnings from the equity investment in United Defense, L.P. The effective income tax rate for 1997 was 38%, versus 39% in 1996. The reduction in the income tax rate is primarily due to lower effective tax rates on international earnings.

Earnings were down in the first quarter of 1997, principally due to the Company's expected lower share of income in its equity investment in United Defense, L.P., which included substantial dividend income from the partnership's investment in an international operation in 1996. Lower earnings were also recorded for scaffolding shoring and forming equipment. These items more than offset higher results for gas control and containment. Interest expense decreased as a result of the continued reduction of the Company's outstanding debt and average interest rate.

Net income of $30.1 million, was down 3% from the comparable period in 1996 which was the highest quarter ever.

Sales of the Metal Reclamation and Mill Services Group, at $149.0 million, were slightly below 1996's first quarter, due to the strengthening of the U.S. dollar, principally against certain European currencies and the divesting of certain non-core businesses in Europe in April of 1996. Sales for the Infrastructure and Construction Group, at $95.0 million, were slightly above last year's similar period. Sales for the Process Industry Products Group, at $146.7 million, were significantly higher than the prior year's first quarter due principally to increased sales of gas control and containment, which included an acquisition in April of 1996.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Cont'd.)

Operating profit for the Metal Reclamation and Mill Services Group equaled 1996's first quarter. The Infrastructure and Construction Group posted an operating profit of $5.4 million, which was lower than the $7.7 million recorded in 1996's first quarter, due principally to lower results for scaffolding, shoring and forming equipment. Operating profit for the Process Industry Products Group, at $15.5 million, was significantly above the prior year's first quarter and reflected higher results for gas control and containment equipment, which included an acquisition.

In addition to the Group reporting noted above, the Company views itself as a diversified industrial services and manufacturing company. Total industrial services sales, which include Metal Reclamation and Mill Services Group and Infrastructure and Construction Group service businesses, principally scaffolding services and railway maintenance of way services, were $182.4 million in 1997 and $184.0 million in 1996, or approximately 47% and 50% of net sales, respectively. The total manufacturing sales for 1997 were $208.3 million or approximately 53% of net sales, which includes sales from the Infrastructure and Construction Group and the Process Industry Products Group. The total manufacturing sales for 1996 were $182.7 million or approximately 50% of net sales.

The operating profit for industrial services for 1997 was $20.5 million compared with $22.3 million in 1996, or approximately 50% and 57%, respectively, of total Group operating profit. The operating profit from manufacturing for 1997 was $20.8 million compared with $17.0 million in 1996, which is approximately 50% and 43%, respectively, of total Group operating profit.

SAFE HARBOR STATEMENT

The nature of the Company's operations and the many countries in which it operates subject it to changing economic, competitive, regulatory, and technological conditions, risks, and uncertainties. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary remarks regarding important factors which, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. These include statements about our management confidence and strategies for performance; expectations for new and existing products, technologies, and opportunities; and expectations for market segment and industry growth.

These factors include, but are not limited to: (1) changes in the world-wide business environment in which the Company operates, including import, licensing, and trade restrictions, interest rates, and capital costs; (2) changes in government laws and regulations, including taxes; (3) market and competitive changes, including market demand and acceptance for new products, services, and technologies, and (4) effects of unstable governments and business conditions in emerging economies.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information on legal proceedings is included under Part I, Item 1., the section labeled "Commitments and Contingencies."

ITEM 4. SUBMISSION OF MATTERS TO A VOTE BY SECURITY HOLDERS

At the Annual Meeting of shareholders held on April 30, 1997 in Camp Hill, Pennsylvania, three members of the Board of Directors were reelected to terms expiring in 2000 under the classified Board structure enacted at the 1986 Annual Meeting. They include D. C. Hathaway, Chairman Harsco Corporation, R. F. Nation, Former President Penn Harris Company and N. H. Prater, Retired President and CEO, Mobay Corporation.

The Board of Directors voting tabulation is as follows:

Name	For No. of Shares	Withheld No. of Shares	Broker No-Votes No. of Shares
D. C. Hathaway	41,942,605	278,753	--
R. F. Nation	42,154,635	66,723	--
N. H. Prater	42,159,010	62,348	--

Shareholders approved an amendment to Article FOURTH of the Restated Certificate of incorporation of the Company which increased the shares of Common Stock authorized for issuance from 70,000,000 to 150,000,000.

For No. of Shares	Against No. of Shares	Abstentions No. of Shares	Broker No-Votes No. of Shares
39,628,357	2,430,443	162,558	--

Shareholders also approved the appointment of Coopers & Lybrand L.L.P. as independent accountants to audit the financial statements of the Company for the fiscal year ending December 31, 1997 by the following vote:

For No. of Shares	Against No. of Shares	Abstentions No. of Shares	Broker No-Votes No. of Shares
42,046,453	139,285	35,620	--

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART II - OTHER INFORMATION

ITEM 5. OTHER INFORMATION

DIVIDEND ACTION:

On March 20, 1997, the Company announced that the Board of Directors declared a quarterly cash dividend of 20 cents per share, payable May 15, 1997, to shareholders of record on April 15, 1997.

ITEM 6(a). EXHIBITS

The following exhibits are attached:

a.) Exhibit No. 11 Computation of Fully Diluted Net Income Per Common Share.

b.) Exhibit No. 12 Computation of Ratios of Earnings to Fixed Charges.

c.) Exhibit No. 27 Financial Data Schedule

ITEM 6(b). REPORTS ON FORM 8-K

a.) There were no reports filed on Form 8-K during the first quarter ending March 31, 1997.

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 thereunto duly authorized.

HARSCO CORPORATION
(Registrant)

DATE	April 30, 1997	/S/ Leonard A. Campanaro Leonard A. Campanaro Senior Vice President and Chief Financial Officer
DATE	April 30, 1997	/S/ Salvatore D. Fazzolari Salvatore D. Fazzolari Vice President and Controller

EXHIBIT INDEX

The following exhibits are attached:

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c.) Exhibit No. 27 Financial Data Schedule

EXHIBIT 11

HARSCO CORPORATION
COMPUTATION OF FULLY DILUTED NET INCOME PER COMMON SHARE
(dollars in thousands except per share)

	3 MONTHS ENDED MARCH 31 1997	1996
Net income	$ 30,098	$ 31,110
Average shares of common stock outstanding used to compute primary earnings per common share	49,496,273	50,172,058
Additional common shares to be issued assuming exercise of stock options, net of shares assumed reacquired	422,875	486,094
Shares used to compute dilutive effect of stock options	49,919,148	50,658,152
Fully diluted net income per common share	$ .60	$ .61
Net income per common share	$ .61	$ .62

HARSCO CORPORATION

EXHIBIT 12

Computation of Ratios of Earnings to Fixed Charges

(In Thousands of Dollars)

	Three Months Ended 3/31/97	YEARS ENDED DECEMBER 31 1996	1995	1994	1993	1992
Consolidated Earnings:						
Pre-tax income from continuing operations (1)	$ 49,425	$ 195,345	$ 161,231	$ 146,089	$ 137,151	$ 140,576
Add fixed charges computed below	5,140	26,181	33,121	37,982	23,879	22,425
Net adjustments for equity companies	(8,048)	(9,410)	(4,320)	(134)	(363)	(454)
Net adjustments for capitalized interest	-	-	-	(274)	(172)	(134)
Consolidated Earnings Available for Fixed Charges	$ 46,517	$ 212,116	$ 190,032	$ 183,663	$ 160,495	$ 162,413
Consolidated Fixed Charges:						
Interest expense per financial statements (2)	$ 3,992	$ 21,483	$ 28,921	$ 34,048	$ 19,974	$ 18,882
Interest expense capitalized	32	131	134	338	332	355
Portion of rentals (1/3) representing an interest factor	1,116	4,567	4,066	3,596	3,573	3,188
Interest expense for equity companies whose debt is guaranteed (3)	-	-	-	-	-	-
Consolidated Fixed Charges	$ 5,140	$ 26,181	$ 33,121	$ 37,982	$ 23,879	$ 22,425
Consolidated Ratio of Earnings to Fixed Charges	$ 9.05	8.10	5.74	4.84	6.72	7.24

(1) 1992 excludes the cumulative effect of change in accounting method for postretirement benefits other than pensions.

(2) Includes amortization of debt discount and expense.

(3) No fixed charges were associated with debt of less than fifty percent owned companies guaranteed by the Company during the five year period 1992 through 1995, and the three months ended March 31, 1997.

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3-MOS
DEC-31-1997
MAR-31-1997
28,167
0
290,922
(7,922)
133,066
516,009
1,186,337
(677,853)
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82,041
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3,992
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30,098
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30,098
0.61
0.60