SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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1. Name and Address of Reporting Person [*] WILBURN ROBERT C					2. Issuer Name and Ticker or Trading Symbol <u>HARSCO CORP</u> [HSC]										(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
																C Director			10% O\	wner	
(Last) (First) (N P.O. BOX 8888			(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/15/2008											Officer (below)	give title		Other (below)	specify	
					1 If	Δmer	ndment	Date		ninal E	iled (Month/Day	v/Vear	<u>, </u>	6 In	dividual or 10	nint/Group	Filing	(Check An	licable	
(Street) CAMP HILL PA 1700			17001-8888	7001-8888		Line) X Form filed by C											ed by One	oup Filing (Check Applicable One Reporting Person More than One Reporting			
(City) (State)			(Zip)													Person		e unan	Опе керо	ung	
		Та	ble I - Non	-Deriva	ative	Sec	curiti	es A	Acauir	red. D	Disp	osed o	f. or	Bene	ficiall	v Owned					
1. Title of Security (Instr. 3) 2. Transa Date				action		2A. Deemed Execution Date, if any (Month/Day/Year)		ate, 3 C	3. Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		A) or	5. Amour Securities Beneficia Owned F	5. Amount of Securities Beneficially Owned Following		: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Common Stock, \$1.25 par value																7,0	000		D		
			Table II - F		ve Securities Acquir					eno	sed of	or P	onofic	vially							
												onvertik				Owneu					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Co	Transaction Code (Instr.		of E		Expira	6. Date Exercisable Expiration Date (Month/Day/Year)		e and of Securities Underlying Derivative St (Instr. 3 and		curities rlying ative Se	curity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e S Ily I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Co	ode V	,	(A)	(D)	Date Exerci	sable	Exp Date	iration	Title	or Nu of	umber						
Phantom Stock Units ⁽¹⁾	(1)	05/15/2008			l		9.591		(1	.)		(1)	Com Stoc \$1.25 valu	^{ck,} 9.	591 ⁽¹⁾	(1)	3,088.4	94	D		
Stock Option (Right to Buy) ⁽²⁾	\$13.9625 ⁽²⁾								(2	?)	04/3	0/2011 ⁽²⁾	Com Stoc \$1.25 valu	ck, par	(2)		4,000)	D		
Stock Option (Right to Buy) ⁽²⁾	\$20.96 ⁽²⁾								(2	2)	04/3	0/2012 ⁽²⁾	Com Stoc \$1.25 valu	ck, par	(2)		4,000)	D		
Stock Option (Right to Buy) ⁽²⁾	\$16.96 ⁽²⁾								(2	2)	04/3	0/2013 ⁽²⁾	Com Stoc \$1.25 valu	ck, par	(2)		4,000)	D		
Restricted Stock Units- NEDSP ⁽³⁾	(3)								(3	3)		(3)	Com Stoc \$1.25 valu	ck, par	(3)		8,629.3	85	D		

Explanation of Responses:

1. Represents deferred compensation under the 1995 Non-Employee Directors' Stock Plan. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harsco Corporation common stock at the date of settlement. The scheduled settlement date for the phantom stock units is in annual installments over ten years to commence by January 31, 2008. The deferred compensation credit for fees earned during the quarterly period is the fair market value on the immediately preceding such credit date. Includes reinvested dividends. The amount credited for each quarterly dividend is payable using the dividend payment date as the valuation date.

2. Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.

3. 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

05/16/2008

** 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.

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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