

Harrington Ivor
Form 4
January 25, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harrington Ivor

(Last) (First) (Middle)
350 POPLAR CHURCH ROAD
(Street)

CAMP HILL, PA 17011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARSCO CORP [HSC]

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President &

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting 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) | 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 or Price | | |
| Common Stock, \$1.25 par value ⁽¹⁾ | 01/22/2011 ⁽¹⁾ | ⁽¹⁾ | M ⁽¹⁾ | | 10,000 ⁽¹⁾ | A | ⁽¹⁾ 10,000 ⁽¹⁾ D |
| Common Stock, \$1.25 par value ⁽¹⁾ | 01/22/2011 ⁽¹⁾ | ⁽¹⁾ | F ⁽¹⁾ | | \$ 3,210 ⁽¹⁾ | D | ⁽¹⁾ 31.275 6,790 ⁽¹⁾ D |
| Common Stock, \$1.25 par value | | | | | 147.808 | I | by Managed Account |

Edgar Filing: Harrington Ivor - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Restricted Stock Units ⁽²⁾ | ⁽²⁾ | 01/22/2011 ⁽²⁾ | ⁽²⁾ | M ⁽²⁾ | 10,000 ⁽²⁾ | ⁽²⁾ 01/21/2012 ⁽²⁾ | Common Stock, \$1.25 par value ⁽²⁾ | 10,000 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harrington Ivor 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011 | | | Executive Vice President & | |

Signatures

Ivor J.
Harrington
01/25/2011

⁽²⁾Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents taxes withheld in consideration of taxes on restricted stock units granted on 9/21/10 under the 1995 Executive Incentive Compensation Plan that vested on January 22, 2011. No dividends are paid on the units until the RSUs vest.
- The restricted stock units shall vest as to 10,000 restricted stock units on the January 22, 2011 vesting date and as to the remaining 15,000
- (2) restricted stock units on the January 22, 2012 vesting date conditioned upon Mr. Harrington's continued employment with the Company or a subsidiary as of each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: Harrington Ivor - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.