HARSCO CORP Form 4 May 12, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 obligations

may continue. See Instruction 1(b).

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

0.5

Estimated average burden hours per response...

(Print or Type Responses)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * McKenzie Tracey L.

(First)

(Street)

(State)

350 POPLAR CHURCH ROAD

(Middle)

2. Issuer Name and Ticker or Trading Symbol

HARSCO CORP [HSC]

(Month/Day/Year)

3. Date of Earliest Transaction

05/08/2015

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

SVP & amp; CHRO 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

Director Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

CAMP HILL, PA 17011

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of			
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amo or Nun of S
Restricted Stock Unit	(1)	05/08/2015		A	7,260	<u>(1)</u>	<u>(1)</u>	Common Stock	7,2
Performance Share Unit	<u>(2)</u>	05/08/2015		A	7,260	(2)	12/31/2017(2)	Common Stock	7,2
Stock Appreciation Right	\$ 16.53	05/08/2015		A	35,430	(3)	05/08/2025(3)	Common Stock	35,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

McKenzie Tracey L. 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011

SVP & amp; CHRO

Signatures

/s/ Tracey L. 05/12/2015 McKenzie

**Signature of Reporting 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).
- 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. Each restricted stock unit "cliff" vests on the third anniversary of the grant date.
- Each performance share unit represents a contingent right to receive the equivalent of one share of Harsco common stock. The (2) performance share units vest based on the total shareholder return of Harsco common stock relative to the S&P MidCap 400 Industrial Index. The performance share units vest on 12/31/2017.
- (3) The stock appreciation rights vest in annual one-third increments on each of the first three anniversaries of the date of grant.

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

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