HARSCO CORP Form 4 May 19, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

SHIP OF Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Name and Address of Reporting Person <u>*</u>
 Eddy Kathy G

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

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HARSCO CORP [HSC]

(Check all applicable)

(Last) (First)

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

____ Director _____ 10% Owner Officer (give title _____ Other (specify

6. Individual or Joint/Group Filing(Check

350 POPLAR CHURCH ROAD

(Street)

05/15/2015

(Middle)

below) below)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X 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

CAMP HILL, PA 17011

Security

(Instr. 3)

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

2. Transaction Date 2A. Deemed 3. 4. Securities

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D)

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Indirect Beneficial
Owned (I) Ownership
Following (Instr. 4) (Instr. 4)

(A) Reported
or (Instr. 3 and 4)

Code V Amount (D) Price

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.

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(9-02)

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

1. Title of 2.
Derivative Conversion
Security or Exercise
(Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date

3A. Deemed Execution Date, if any (Month/Day/Year) 4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount or Exercisable Date Number of Shares

Restricted

Stock (1) (2) 05/15/2015 A 370.077 (1)(2) Common Stock 370.077

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eddy Kathy G 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011

Signatures

/s/ Kathy G. 05/19/2015 Eddy

**Signature of Date
Reporting Person

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).
- Represents reinvestment of dividends into restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan, which grant (1) has a one-year vesting period. The restricted stock units will be settled promptly in shares of common stock on a one-for-one basis following termination of the Reporting Person's service as a director of the Issuer.
- Represents reinvestment of dividends into restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan, which grant (2) has a one-year vesting period. The restricted stock units will be settled in shares promptly following termination of the Reporting Person's service as a director of the Issuer.

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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