

BUTLER GEFREY D H

Form 4

January 25, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTLER GEFREY D H

(Last) (First) (Middle)

P.O. BOX 8888

(Street)

CAMP HILL, PA 17001-8888

(City) (State) (Zip)

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

HARSCO CORP [HSC]

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

01/24/2006

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)

Senior V. P. - Operations

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	(D)	Price
Common Stock, \$1.25 par value					1,000	D	

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

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information contained in this form are not
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(9-02)

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (Right to Buy) ⁽¹⁾	\$ 37.81 ⁽¹⁾					⁽¹⁾	01/25/2008 ⁽¹⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽¹⁾	\$ 26.66 ⁽¹⁾					⁽¹⁾	01/24/2009 ⁽¹⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽¹⁾	\$ 29 ⁽¹⁾					⁽¹⁾	01/23/2010 ⁽¹⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽¹⁾	\$ 25.63 ⁽¹⁾					⁽¹⁾	01/21/2011 ⁽¹⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽¹⁾	\$ 32.65 ⁽¹⁾					⁽¹⁾	01/20/2012 ⁽¹⁾	Common Stock, \$1.25 par value
Restricted Stock Unit -EICP ⁽²⁾	⁽²⁾					⁽²⁾	01/24/2008 ⁽²⁾	Common Stock, \$1.25 par value
Restricted Stock Units-EICP ⁽²⁾	⁽²⁾	01/24/2006		A	5,000	01/24/2009 ⁽²⁾	01/24/2009 ⁽²⁾	Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTLER GEFREY D H P.O. BOX 8888 CAMP HILL, PA 17001-8888	X		Senior V. P. - Operations	

Signatures

Mark E. Kimmel,
Attorney-in-Fact

01/25/2006

__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) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (2) Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Each restricted stock unit has a three year vesting period. No dividends are paid on the units until they vest.

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