

HATHAWAY DEREK C
 Form 4
 March 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
HATHAWAY DEREK C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

P.O. BOX 8888

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAMP HILL, PA 17001-8888

(City) (State) (Zip)

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 (A) or (D) Price | | | |
| Common Stock, \$1.25 par value ⁽¹⁾ | 03/20/2006 | | M | 50,000 A \$ 34.28 | 112,563.3913 | D | |
| Common Stock, \$1.25 par value | 03/20/2006 | | S ⁽²⁾ | 200 D \$ 80.67 | 112,363.3913 | D | |
| Common Stock, \$1.25 par value | 03/20/2006 | | S ⁽²⁾ | 100 D \$ 80.71 | 112,263.3913 | D | |

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| | | | | | | | |
|--------------------------------|------------|-------------|-------|---|----------|--------------|---|
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 100 | D | \$ 80.72 | 112,163.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 700 | D | \$ 80.74 | 111,463.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 500 | D | \$ 80.76 | 110,963.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 200 | D | \$ 80.77 | 110,763.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 100 | D | \$ 80.78 | 110,663.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 500 | D | \$ 80.79 | 110,163.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 600 | D | \$ 80.8 | 109,563.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 1,000 | D | \$ 80.81 | 108,563.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 100 | D | \$ 80.82 | 108,463.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 800 | D | \$ 80.83 | 107,663.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 100 | D | \$ 80.84 | 107,563.3913 | D |
| | 03/20/2006 | <u>S(2)</u> | 200 | D | | 107,363.3913 | D |

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| | | | | | | | |
|--------------------------------|------------|-------------|-------|---|----------|---------------------------|---|
| Common Stock, \$1.25 par value | | | | | \$ 80.85 | | |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 600 | D | \$ 80.86 | 106,763.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 1,400 | D | \$ 80.89 | 105,363.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 1,500 | D | \$ 80.9 | 103,863.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 500 | D | \$ 80.92 | 103,363.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 1,400 | D | \$ 80.93 | 101,963.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 600 | D | \$ 80.94 | 101,363.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 3,400 | D | \$ 80.95 | 97,963.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 500 | D | \$ 80.96 | 97,463.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 1,100 | D | \$ 80.97 | 96,363.3913 | D |
| Common Stock, \$1.25 par value | 03/20/2006 | <u>S(2)</u> | 800 | D | \$ 80.98 | 95,563.3913 | D |
| | | | | | | 27,701.296 ⁽³⁾ | I |

Common
Stock,
\$1.25 par
value

Savings
Plan

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 34.28 | 03/20/2006 | | M | 50,000 | 01/27/1998 01/26/2007 | Common Stock, \$1.25 par value 50,000 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 37.81 ⁽⁴⁾ | | | | | ⁽⁴⁾ 01/25/2008 ⁽⁴⁾ | Common Stock, \$1.25 par value ⁽⁴⁾ |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 29 ⁽⁴⁾ | | | | | ⁽⁴⁾ 01/23/2010 ⁽⁴⁾ | Common Stock, \$1.25 par value ⁽⁴⁾ |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 32.65 ⁽⁴⁾ | | | | | ⁽⁴⁾ 01/20/2012 ⁽⁴⁾ | Common Stock, \$1.25 par value ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chairman and CEO | |

