#### HATHAWAY DEREK C

Form 4 May 23, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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)

1. Name and Address of Reporting Person * HATHAWAY DEREK C			2. Issuer Name <b>and</b> Ticker or Trading Symbol HARSCO CORP [HSC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
P.O. BOX 8888			(Month/Day/Year)	X Director 10% Owner		
			05/22/2006	_X_ Officer (give title Other (specify below)		
				Chairman and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CAMP HILL, PA 17001-8888				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock, \$1.25 par value (1)	05/22/2006		M	15,000	A	\$ 37.81	102,784.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S(2)	200	D	\$ 76.22	102,584.9913	D	
Common Stock, \$1.25 par value	05/22/2006		S(2)	100	D	\$ 76.36	102,484.9913	D	

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Common Stock, \$1.25 par value	05/22/2006	S(2)	200	D	\$ 76.6	102,284.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	300	D	\$ 76.63	101,984.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	200	D	\$ 76.75	101,784.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	400	D	\$ 76.78	101,384.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	200	D	\$ 76.82	101,184.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	200	D	\$ 76.93	100,984.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	600	D	\$ 76.96	100,384.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	100	D	\$ 76.97	100,284.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	300	D	\$ 77.09	99,984.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	400	D	\$ 77.15	99,584.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	300	D	\$ 77.24	99,284.9913	D
	05/22/2006	S(2)	200	D		99,084.9913	D

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Common Stock, \$1.25 par value					\$ 77.25		
Common Stock, \$1.25 par value	05/22/2006	S(2)	200	D	\$ 77.26	98,884.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	100	D	\$ 77.36	98,784.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	100	D	\$ 77.39	98,684.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	200	D	\$ 77.48	98,484.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	600	D	\$ 77.52	97,884.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	400	D	\$ 77.58	97,484.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	100	D	\$ 77.59	97,384.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	500	D	\$ 77.68	96,884.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	200	D	\$ 77.69	96,684.9913	D
Common Stock, \$1.25 par value	05/22/2006	S(2)	100	D	\$ 77.7	96,584.9913	D
	05/22/2006	S(2)	600	D		95,984.9913	D

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Common \$
Stock, 77.73
\$1.25 par
value
Common

Stock, \$1.25 par value 27,656.001 (3) I Savings Plan

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

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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. Transactic Code (Instr. 8)	orDeriv Secur Acqu or Dis (D)	rities ired (A) sposed of : 3, 4,	Date		7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (Right to Buy) (4)	\$ 37.81 (4)	05/22/2006		M		15,000	01/26/1999(4)	01/25/2008(4)	Common Stock, \$1.25 par value	15,0 (4
Stock Option (Right to Buy) (4)	\$ 29 (4)						<u>(4)</u>	01/23/2010(4)	Common Stock, \$1.25 par value	<u>(4</u>
Stock Option (Right to Buy) (4)	\$ 32.65 (4)						<u>(4)</u>	01/20/2012(4)	Common Stock, \$1.25 par value	<u>(4</u>

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
	X		Chairman and CEO					

Reporting Owners 4

HATHAWAY DEREK C P.O. BOX 8888 CAMP HILL, PA 17001-8888

### **Signatures**

Derek C. Hathaway 05/23/2006

\*\*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).
- (1) This filing represents a continued filing one of three SEC Form 4 filings for this date.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 1 5, 2006.
- These shares were acquired under the Harsco Corporation Savings Plan in transactions that were exempt from Section 16(b) by virtu e of Rule 16a-8(b). The information presented is as of April 30, 2006.
- Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

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.

Signatures 5