GROWCOCK TERRY D

Form 4 May 04, 2010

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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

Form filed by More than One Reporting

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GROWCOCK TERRY D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			HARSCO CORP [HSC]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•		
350 POPLAR CHURCH ROAD (Street)			(Month/Day/Year) 05/03/2010	X Director 10% Owner Officer (give title below) Other (specify below)		
			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 17011

value

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Securities Acc	quired, Disposed o	of, or Beneficial	ly 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. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					1,000	D	

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

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SEC 1474

(9-02)

Person

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

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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. Transacti Code (Instr. 8)	5. Number on 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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	(1)	05/03/2010(1)	<u>(1)</u>	A(1)	2,000 (1)	<u>(1)</u>	<u>(1)</u>	Common Stock, \$1.25 par value (1)	2,000 (1)	
Phantom Stock Units (2)	(2)					(2)	(2)	Common Stock, \$1.25 par value (2)	624.526	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GROWCOCK TERRY D 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X					

Signatures

By: Mark E. Kimmel For: Terry D.
Growcock
05/04/2010

**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).
- Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one-year (1) vesting period and will be settled promptly following termination of the individual's service as a Director of the Company. Includes reinvested dividends.
- (2) Represents accrued benefit in the form of phantom stock units from the terminated Directors' Retirement Plan transferred to the 1995 Non-Employee Directors' Retirement Plan to be ultimately settled in cash.

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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