SCHEINER JAMES I

Form 4 May 19, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| SCHEINER JAMES I | | | 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 | (Chiefi an approach) | | |
| 350 POPLAR CHURCH ROAD | | | (Month/Day/Year) 05/17/2010 | X Director 10% Owner Officer (give title below) Other (spec | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person | | |
| CAMP HILI | L, PA 17011 | l | | Form filed by More than One Reporting Person | | |

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative Securities Ac | equired, Disposed | of, or Beneficia | lly Owned |
|---|---|---|--|--|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic 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 value | | | | | 7,052 | D | |

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

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

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5. Number of

Securities

TransactionDerivative

Code

(Month/Day/Year) (Instr. 8) Acquired (A)

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and

Underlying

(Instr. 3 and

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

any

| Derivative Security | | | | or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
|---|-------------------|---------------|------------|---|---------------|------------------|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units (1) | <u>(1)</u> | 05/17/2010(1) | <u>(1)</u> | A <u>(1)</u> | 165.06 (1) | (1) | (1) | Common Stock, \$1.25 par value (1) |
| Restricted Stock Units (2) | <u>(2)</u> | 05/17/2010(2) | <u>(2)</u> | A(2) | 82.854 (2) | (2) | <u>(2)</u> | Common Stock, \$1.25 par value (2) |
| Incentive Stock Option (right to buy) | \$ 16.96 (3) | | | | | 05/01/2003(3) | 04/30/2012(3) | Common Stock, \$1.25 par value (3) |
| Incentive Stock Option (right to buy) | \$ 16.96 (3) | | | | | 05/01/2004(3) | 04/30/2013(3) | Common Stock, \$1.25 par value (3) |
| Non-Qualified Stock Option (right to buy) | \$ 13.9625 (3) | | | | | 05/01/2002(3) | 04/30/2011(3) | Common Stock, \$1.25 par value (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| SCHEINER JAMES I 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011 | X | | | | | |

**Signature of Reporting Person

Signatures

1. Title of

Derivative

Security

(Instr. 3)

Conversion

or Exercise

Price of

By: Mark E. Kimmel, Attorney-in-Fact For: James I. Scheiner 05/17/2010

Reporting Owners 2

Date

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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 deferred compensation under the Deferred Compensation Plan for Non-Employee Directors. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harsco Corporation Common Stock at the date of settlement. The sheduled settlement for the phantom stock units is in annual installments over ten years to commence by January
- (1) 31, 2006. The deferred compensation credit for fees earned during the quarterly period is the fair market value on the day immediately preceding such credit date. Includes reinvested dividends. The amount credited for each quarterly dividend is payable using the dividend payment date as the valuation date.
- Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one-year vesting period and will be settled promptly following termination of the individual's service as a Director of the Company. Includes reinvested dividends.
- (3) Stock option granted pursuant to 1995 Non-Employee Directors' Stock 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.