WILBURN ROBERT C

Form 4 May 19, 2010

FORM 4

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

OMB APPROVAL

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0.5

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

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

value

(Print or Type Responses)

1. Name and Address of Reporting Person * WILBURN ROBERT C			2. Issuer Name and Ticker or Trading Symbol HARSCO CORP [HSC]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
350 POPLAR CHURCH ROAD			(Month/Day/Year) 05/17/2010	X Director 10% Owner Officer (give title Other (speci		
(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 17011				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Derivative Securities	Acquired Disposed of or Reposicially Own		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow					
1 Title of	2 Transaction De	ate 2A Deemed	3	1 Securities	5 Amount of	6 Ownership 7 Nature		

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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Form: Direct Beneficially (D) or	6. Ownership Form: Direct (D) or Indirect (I)	
		(a.c.m. 2 ay, 1 cm)	Code V	Amount	(A) or (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock, \$1.25 par						7,000	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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date urities (Month/Day/Year) quired (A) Disposed of estr. 3, 4,		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Phantom Stock Units (1)	(1)	05/17/2010(1)	<u>(1)</u>	A(1)	24.383	<u>(1)</u>	<u>(1)</u>	Common Stock, \$1.25 par value (1)	2
Restricted Stock Units (2)	<u>(2)</u>	05/17/2010(2)	(2)	A(2)	82.854 (2)	<u>(2)</u>	<u>(2)</u>	Common Stock, \$1.25 par value (2)	8
Non-Qualified Stock Option (right to buy)	\$ 13.9625 (3)					(3)	04/30/2011(3)	Common Stock, \$1.25 par value (3)	4
Non-Qualified Stock Option (right to buy)	\$ 16.96 (3)					(3)	04/30/2013(3)	Common Stock, \$1.25 par value (3)	4
Non-Qualified Stock Option (right to buy)	\$ 20.96 (3)					(3)	04/30/2012(3)	Common Stock, \$1.25 par value (3)	4

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
WILBURN ROBERT C 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X					

Signatures

By: Mark E. Kimmel, Attorney-in-Fact For: Robert C.
Wilburn

**Signature of Reporting Person

Date

Reporting Owners 2

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 six months after terminating service as a Director. The deferred
- (1) date of settlement. The sheduled settlement for the phantom stock units is six months after terminating service as a Director. 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.