Eddy Kathy G Form 4 May 18, 2011

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(Print or Type Responses)

1. Name and Address of Reporting Person * Eddy Kathy G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

X Director

Officer (give title

HARSCO CORP [HSC]

4. If Amendment, Date Original

(Middle) (Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 05/16/2011

350 POPLAR CHURCH ROAD

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

below)

CAMP HILL, PA 17011

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Following (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities]
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	9
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(

De Sec (In

Edgar Filing: Eddy Kathy G - Form 4

Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V Expiration Title (A) (D) Date Amount Exercisable Date or Number of Shares Common Restricted Stock, (1) (1) Stock <u>(1)</u> 05/16/2011 74.808 74.808 \$ \$1.25 par Units value

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Eddy Kathy G

350 POPLAR CHURCH ROAD X

CAMP HILL, PA 17011

Signatures

By: /s/ Mark E. Kimmel, attorney in fact For: Kathy G. 05/18/2011

**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 reinvested dividends on restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan, which grant has a one-year vesting period. The restricted stock units will be settled in shares promptly following termination of the Reporting Person's service as a director of the Issuer

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.

Reporting Owners 2