

FAZZOLARI SALVATORE D
Form 4
March 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAZZOLARI SALVATORE D

(Last) (First) (Middle)

P.O. BOX 8888

(Street)

CAMP HILL, PA 17001-8888

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARSCO CORP [HSC]

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CFO and Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(D)	Price
Common Stock, \$1.25 par value	03/20/2006		M		8,000	A	\$ 34.28
Common Stock, \$1.25 par value	03/20/2006		S ⁽¹⁾		400	D	\$ 81.96
Common Stock, \$1.25 par value	03/20/2006		S ⁽¹⁾		1,300	D	\$ 81.97

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Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	600	D	\$ 81.98	8,064.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	500	D	\$ 81.99	7,564.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	900	D	\$ 82	6,664.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	100	D	\$ 82.03	6,564.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	300	D	\$ 82.04	6,264.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	2,400	D	\$ 82.05	3,864.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	800	D	\$ 82.06	3,064.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	300	D	\$ 82.07	2,764.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	200	D	\$ 82.08	2,564.4734	D	
Common Stock, \$1.25 par value	03/20/2006	<u>S⁽¹⁾</u>	200	D	\$ 82.1	2,364.4734	D	
Common Stock, \$1.25 par value						8,292.2611 <u>(2)</u>	I	Savings Plan

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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. Transaction Code (Instr. 8)	5. Number of 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 Security (Instr. 3 and 4)
Stock Option (Right to Buy) ⁽³⁾	\$ 34.28 ⁽³⁾	03/20/2006		M	8,000	01/27/1998 ⁽³⁾ 01/26/2007 ⁽³⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽³⁾	\$ 37.81 ⁽³⁾					⁽³⁾ 01/25/2008 ⁽³⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽³⁾	\$ 26.66 ⁽³⁾					⁽³⁾ 01/24/2009 ⁽³⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽³⁾	\$ 29 ⁽³⁾					⁽³⁾ 01/23/2010 ⁽³⁾	Common Stock, \$1.25 par value
Stock Option (Right to Buy) ⁽³⁾	\$ 32.65 ⁽³⁾					⁽³⁾ 01/20/2012 ⁽³⁾	Common Stock, \$1.25 par value
Restricted Stock Unit -EICP ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾ 01/24/2008 ⁽⁴⁾	Common Stock, \$1.25 par value
Restricted Stock	⁽⁴⁾					⁽⁴⁾ 01/24/2009 ⁽⁴⁾	Common Stock,

