FAZZOLARI SALVATORE D

Form 4

January 23, 2009

FORM 4

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 SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FAZZOLARI SALVATORE D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	HARSCO CORP [HSC] 3. Date of Earliest Transaction	(Check all applicable)		
(=13.1)	(= ====)	(,	(Month/Day/Year)	X Director10% Owner		
P.O. BOX 88	388		01/22/2009	X Officer (give title Other (specify below) Chief Executive Officer		
(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 17001-8888				Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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. Securitin(A) or Dis (Instr. 3, 4)	sposed and 5	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, \$1.25 par value	01/22/2009		M/K	24,000		\$ 13.33	39,222.9468	D	
Common Stock, \$1.25 par value	01/22/2009		F	15,645	D	\$ 27.02	23,577.9468	D	
Common Stock, \$1.25 par value							17,506.0871 (1)	I	Savings Plan

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Restricted
Stock Units

20,000 (2)
D

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

3. Transaction Date 3A. Deemed

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SEC 1474

(9-02)

5. Number of 6. Date Exercisable and Expiration

7. Title and

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Secondary Acquired or D	urities quired (A) Disposed of etr. 3, 4,	Date (Month/Day/Year		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) (3) (4)	\$ 13.33 (<u>3)</u>	01/22/2009		M/K		24,000	01/22/2000(3)	01/24/2009(3)(4)	Common Stock, \$1.25 par value
Stock Option (Right to Buy) (4)	\$ 14.5 <u>(4)</u>						<u>(4)</u>	01/23/2010(4)	Common Stock, \$1.25 par value
Stock Option (Right to Buy) (4)	\$ 16.325 (4)						<u>(4)</u>	01/20/2012(4)	Common Stock, \$1.25 par value
Restricted Stock Units-EICP	<u>(5)</u>						<u>(5)</u>	01/24/2009(5)	Common Stock, \$1.25 par value
Restricted Stock Units - EICP (2)	(2)						(2)	01/23/2010(2)	Common Stock, \$1.25 par value

Reporting Owners

1. Title of

Reporting Owner Name / Address Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

FAZZOLARI SALVATORE D P.O. BOX 8888

X Chief Executive Officer

CAMP HILL, PA 17001-8888

Signatures

Salvatore D. 01/23/2009

**Signature of Date
Reporting Person

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).
- These shares were acquired under the Harsco Corporation Savings Plan in transactions that were exempt from Section 16-b by virtue of rule 16a-8(b). The information presented is as of December 31, 2008.
- (2) Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata ve sting. No dividends are paid on the units until they vest.
- (3) Exercise of stock option pursuant to a Trading Plan with the Company dated November 3, 2008.
- (4) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (5) Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Each restricted stock unit has a three year vesting period. No dividends are paid on the units until they vest.

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.

Signatures 3