#### BUTLER GEFFREY D H

Form 4

January 26, 2010

## FORM 4

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

OMB 3235-0287 Number:

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**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

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

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BUTLER GEFFREY D H** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

HARSCO CORP [HSC] 3. Date of Earliest Transaction

\_X\_\_ Director

10% Owner Other (specify X\_ Officer (give title

350 POPLAR CHURCH ROAD

(Street)

(First)

(Month/Day/Year) 01/22/2010

below) below) President

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

CAMP HILL, PA 17011

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Se	curitie	es Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
~			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, \$1.25 par value (1)	01/22/2010(2)	<u>(1)</u>	M <u>(1)</u>	5,333.33 (1)	A	\$ 32.7 (1)	39,238 (1)	D	
Common Stock, \$1.25 par value (1)	01/22/2010(2)	<u>(1)</u>	M <u>(1)</u>	5,333.33 (1)	D	\$ 32.7 (1)	33,904.67 (1)	D	
Common Stock, \$1.25 par value (1)	01/22/2010(2)	<u>(1)</u>	F(1)	2,187.33 (1)	D	\$ 32.7 (1)	31,717.34 (1)	D	

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Common Stock, \$1.25 par value (1)	01/23/2010(1)		M <u>(1)</u>	5,333.34 (1)	A	\$ 32.7	37,050.68	D
Common Stock, \$1.25 par value (1)	01/23/2010(1)	<u>(1)</u>	F(1)	2,187.34 (1)	D	\$ 32.7 (1)	34,863.34 (3)	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)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (1)	(1)	01/23/2010(1)	<u>(1)</u>	M <u>(1)</u>		5,333.34 (1)	01/23/2008(1)	01/23/2010(1)	Common Stock, \$1.25 par value (1)
Incentive Stock Option (right to buy) (4)	\$ 12.815 (4)						01/21/2002(4)	01/21/2011(4)	Common Stock, \$1.25 par value (4)
Incentive Stock Option (right to buy) (4)	\$ 16.325 (4)						01/21/2004(4)	01/20/2012(4)	Common Stock, \$1.25 par value (4)
Restricted Stock Units (1)	(1)						01/27/2010(1)	01/27/2012(1)	Common Stock, \$1.25 par value (1)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUTLER GEFFREY D H

350 POPLAR CHURCH ROAD X President

CAMP HILL, PA 17011

# **Signatures**

Geoffrey D. H.
Butler

\*\*Signature of Reporting Person

O1/26/2010

## **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).
- (1) Represents restricted stock units granted under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until they vest.
- 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) Includes 5,333.33 restricted stock units granted on January 22, 2008 under the 1995 Executive Incentive Compensation Plan. Grant has three year pro-rata vesting. No dividends are paid on the units until they vest.
- (4) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a tranaction 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.

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