

BUTLER GEFREY D H
 Form 4
 January 26, 2009

FORM 4

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

OMB APPROVAL

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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 *
BUTLER GEFREY D H

(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)
01/22/2009

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

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 | (A) or (D) | Price |
| Common Stock, \$1.25 par value | 01/22/2009 | | M | | 5,333.33 | A | \$ 26.155 |
| Common Stock, \$1.25 par value | 01/22/2009 | | F | | 2,187.33 | D | \$ 26.155 |
| Restricted Stock Units | 01/22/2009 | | M | | 5,333.33 | D | \$ 26.155 |

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

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 14.5 ⁽¹⁾ | | | | | ⁽¹⁾ | 01/23/2010 ⁽¹⁾ | Common Stock, \$1.25 par value | ⁽¹⁾ |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 12.815 ⁽¹⁾ | | | | | ⁽¹⁾ | 01/21/2011 ⁽¹⁾ | Common Stock, \$1.25 par value | ⁽¹⁾ |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 16.325 ⁽¹⁾ | | | | | ⁽¹⁾ | 01/20/2012 ⁽¹⁾ | Common Stock, \$1.25 par value | ⁽¹⁾ |
| Restricted Stock Units-EICP ⁽²⁾ | ⁽²⁾ | | | | | ⁽²⁾ | 01/24/2009 ⁽²⁾ | Common Stock, \$1.25 par value | ⁽²⁾ |
| Restricted Stock Units - EICP ⁽³⁾ | ⁽³⁾ | | | | | ⁽³⁾ | 01/23/2010 ⁽³⁾ | Common Stock, \$1.25 par value | ⁽³⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

| | | | |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|

BUTLER GEFREY D H
P.O. BOX 8888
CAMP HILL, PA 17001-8888

| | |
|---|-----------|
| X | President |
|---|-----------|

Signatures

Mark E. Kimmel,
Attorney-in-Fact

01/26/2009

__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).
- (1) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (2) 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.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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