Edgar Filing: HARSCO CORP - Form 4

HARSCO CORP Form 4								
February 16, 2006)							
FORM 4							PPROVAL	
	UNITED S		ES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549			OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires: January 31, 2005 Estimated average burden hours per response 0.5			
abligations	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					n		
(Print or Type Respon	uses)							
1. Name and Address JASINOWSKI JE	Symbol	Name and Tick	5. Relationship of Reporting Person(s) to Issuer					
(Last) (I	First) (Mi		Earliest Transac	-	(Chec	k all applicable	e)	
P.O. BOX 8888	(Month/Da 02/15/20	ay/Year)	X_ Director 10% Owner Officer (give title Other (specify below) below)					
(S	Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CAMP HILL, PA	17001-8888				Form filed by M Person	Iore than One Ro	eporting	
(City) (S	State) (Z	Cip) Table	e I - Non-Deriva	ative Securities Acq	uired, Disposed of	f, or Beneficial	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	TransactionAcc Code Dis	Securities quired (A) or sposed of (D) str. 3, 4 and 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common			Code V An	(A) or nount (D) Price	Transaction(s) (Instr. 3 and 4)			
Stock, \$1.25 par value					1,200	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	A Title N S
Phantom Stock Units (1)	<u>m</u>	02/15/2006		J	275.053	<u>(1)</u>	<u>(1)</u>	Common Stock, 2 \$1.25 par value
Stock Option (Right to Buy) $\frac{(2)}{2}$	\$ 32.8125 (2)					(2)	04/30/2009 <u>(2)</u>	Common Stock, \$1.25 par value
Stock Option (Right to Buy) $\frac{(2)}{2}$	\$ 41.92 (2)					(2)	04/30/2012 <u>(2)</u>	Common Stock, \$1.25 par value
Stock Option (Right to Buy) $\frac{(2)}{2}$	\$ 33.92 (2)					(2)	04/30/2013 <u>(2)</u>	Common Stock, \$1.25 par value
Restricted Stock Units-NEDSP	<u>(3)</u>					(3)	05/03/2005 <u>(3)</u>	Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JASINOWSKI JERRY J P.O. BOX 8888 CAMP HILL, PA 17001-8888	Х						
Signatures							
Mark E. Kimmel, Attorney-In-Fact		02/16/2006					
**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 deferred compensation under the Deferred Compensation Plan for Non-Employee Directors. Each phantom stock unit represents a right to be paid in cash an amount equal to the fair market value of one share of Harsco Corporation Common Stock at the date of settlement. The scheduled settlement date for the phantom stock units is in annual installments over five years to commence by

- (1) January 31, 2010. The deferred compensation credit for fees earned during the quarterly period is the fair market value on the day immediately preceding such credit date. Includes reinvested dividends. The amount credited for each quarterly dividend is payable using the dividend payment date as the valuation date.
- (2) Stock option granted pursuant to 1995 Non-Employee Directors' Stock Plan, in a transaction exempt under Rule 16b-3.

Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit has a one year(3) vesting period and will be settled promptly following termination of the individual's service as a director of the Company. Includes reinvested dividends.

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.