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HARSCO Co Form 4 March 06, 20										
FORM	14								PPROVA	L
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0	0287
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur Section 17(suant to S (a) of the P	ection 1 Public U	SECUE 6(a) of th ftility Hol	RITIES ne Secur ding Co	ities Excha	WNERSHIP OF nge Act of 1934, of 1935 or Secti 1940	Estimated burden hou response	average urs per	y 31, 2005 0.5
(Print or Type I	Responses)									
1. Name and A Earl James I	ddress of Reporting		Symbol	er Name an o		r Trading	5. Relationship Issuer	of Reporting Per	rson(s) to	
(Last)	(First) (of Earliest T			(Ch	eck all applicabl	e)	
· · /	R CHURCH RC			Day/Year)	Tansaction	I	X Director Officer (give below)		% Owner her (specify	
	(Street)			endment, D nth/Day/Yea	-	al	6. Individual or Applicable Line) _X_ Form filed by	y One Reporting P	erson	
CAMP HIL	L, PA 17011						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	I
	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	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 Indirect Beneficia Ownershi (Instr. 4)	1
Reminder: Rep	ort on a separate line	e for each cla	ss of sect	urities bene	Pers infor requ	ons who res mation cont ired to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security				(A) orDispose(D)(Instr. 3)and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/03/2017	А		8,029		(1)	(1)	Common Stock	8,029

Reporting Owners

**Signature of

Reporting Person

Reporting Owner Name / Address		Relationsh	ips	
I G G G G G G G G G G G G G G G G G G G	Director	10% Owner	Officer	Other
Earl James F 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X			
Signatures				
/s/ James F. Earl 03/0	6/2017			

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents restricted stock units granted under the 2016 Non-Employee Directors' Long-Term Equity Compensation Plan. Each restricted
 (1) stock unit shall vest at the close of business on the earlier of (i) the first anniversary of the grant date or (ii) the annual meeting of the Issuer's stockholders in the year immediately following the year of the grant date.

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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