

FAZZOLARI SALVATORE D
Form 4
May 23, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
FAZZOLARI SALVATORE D

(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)
05/22/2006

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, CFO and Treasurer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.25 par value ⁽¹⁾	05/22/2006		M		5,000	A	\$ 37.81
Common Stock, \$1.25 par value	05/22/2006		S ⁽²⁾		3,300	D	\$ 79.94
Common Stock, \$1.25 par value	05/22/2006		S ⁽²⁾		900	D	\$ 79.95

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Common Stock, \$1.25 par value	05/22/2006	<u>S</u> (2)	100	D	\$ 79.96	3,064.4734	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S</u> (2)	600	D	\$ 80	2,464.4734	D	
Common Stock, \$1.25 par value	05/22/2006	<u>S</u> (2)	100	D	\$ 80.02	2,364.4734	D	
Common Stock, \$1.25 par value						8,234.7351 (3)	I	Savings Plan

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 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 Security (Instr. 3 and 4)
Stock Option (Right to Buy) (1)	\$ 37.81 (1)	05/22/2006		M	5,000	01/26/1999(1) 01/25/2008(1)	Common Stock, \$1.25 par value
Stock Option (Right to Buy) (1)	\$ 26.66 (1)					(1) 01/24/2009(1)	Common Stock, \$1.25 par value
	\$ 29 (1)					(1) 01/23/2010(1)	

Stock Option (Right to Buy) <u>(1)</u>					Common Stock, \$1.25 par value
Stock Option (Right to Buy) <u>(1)</u>	\$ 32.65 <u>(1)</u>		<u>(1)</u>	01/20/2012 <u>(1)</u>	Common Stock, \$1.25 par value
Restricted Stock Unit -EICP <u>(4)</u>	<u>(4)</u>		<u>(4)</u>	01/24/2008 <u>(4)</u>	Common Stock, \$1.25 par value
Restricted Stock Units-EICP <u>(4)</u>	<u>(4)</u>		<u>(4)</u>	01/24/2009 <u>(4)</u>	Common Stock, \$1.25 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAZZOLARI SALVATORE D P.O. BOX 8888 CAMP HILL, PA 17001-8888	X		President, CFO and Treasurer	

Signatures

Salvatore D.
Fazzolari

05/23/2006

 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).
- (1) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2006.
- (3) 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 April 30, 2006.
- (4) 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.