

HARSCO CORP
Form 4
February 16, 2006

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 *
WILBURN ROBERT C

(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)
02/15/2006

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)

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)
Common Stock, \$1.25 par value	02/15/2006		M	2,000 A	\$ 37.06 5,500	D	
Common Stock, \$1.25 par value	02/15/2006		M	2,000 A	\$ 46.16 7,500	D	
Common Stock, \$1.25 par value	02/15/2006		S	4,000 D	\$ 78.8453 3,500	D	

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

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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 of Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Units ⁽¹⁾	<u>(1)</u>	02/15/2006		J	44.517	<u>(1)</u> <u>(1)</u>	Common Stock \$1.25 valu
Stock Option (Right to Buy) ⁽²⁾	\$ <u>37.06</u> ⁽²⁾	02/15/2006		M	2,000	05/01/1998 ⁽²⁾ 04/30/2007 ⁽²⁾	Common Stock \$1.25 valu
Stock Option (Right to Buy) ⁽²⁾	\$ <u>46.16</u> ⁽²⁾	02/15/2006		M	2,000	05/01/1999 ⁽²⁾ 04/30/2008 ⁽²⁾	Common Stock \$1.25 valu
Stock Option (Right to Buy) ⁽²⁾	\$ <u>32.8125</u> ⁽²⁾					<u>(2)</u> 04/30/2009 ⁽²⁾	Common Stock \$1.25 valu
Stock Option (Right to Buy) ⁽²⁾	\$ <u>29.3125</u> ⁽²⁾					<u>(2)</u> 04/30/2010 ⁽²⁾	Common Stock \$1.25 valu
Stock Option (Right to Buy) ⁽²⁾	\$ <u>27.925</u> ⁽²⁾					<u>(2)</u> 04/30/2011 ⁽²⁾	Common Stock \$1.25 valu
Stock Option (Right to Buy) ⁽²⁾	\$ <u>41.92</u> ⁽²⁾					<u>(2)</u> 04/30/2012 ⁽²⁾	Common Stock \$1.25 valu
						<u>(2)</u> 04/30/2013 ⁽²⁾	

