

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**

2. Issuer Name and Ticker or Trading Symbol  
**HARSCO CORP [HSC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/22/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President**

**P.O. BOX 8888**

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**CAMP HILL, PA 17001-8888**

(City) (State) (Zip)

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) <sup>(1)</sup>   | \$ 14.5 <sup>(1)</sup>                                 |                                      |  |                                |   | <sup>(1)</sup> 01/23/2010 <sup>(1)</sup>                 | Common Stock, \$1.25 par value                                | <sup>(1)</sup>                |
| Stock Option (Right to Buy) <sup>(1)</sup>   | \$ 12.815 <sup>(1)</sup>                               |                                      |  |                                |   | <sup>(1)</sup> 01/21/2011 <sup>(1)</sup>                 | Common Stock, \$1.25 par value                                | <sup>(1)</sup>                |
| Stock Option (Right to Buy) <sup>(1)</sup>   | \$ 16.325 <sup>(1)</sup>                               |                                      |  |                                |   | <sup>(1)</sup> 01/20/2012 <sup>(1)</sup>                 | Common Stock, \$1.25 par value                                | <sup>(1)</sup>                |
| Restricted Stock Units-EICP <sup>(2)</sup>   | <sup>(2)</sup>   |                                      |  |                                |   | <sup>(2)</sup> 01/24/2009 <sup>(2)</sup>                 | Common Stock, \$1.25 par value                                | <sup>(2)</sup>                |
| Restricted Stock Units - EICP <sup>(3)</sup> | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(3)</sup> 01/23/2010 <sup>(3)</sup>                 | Common Stock, \$1.25 par value                                | <sup>(3)</sup>                |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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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