

HATHAWAY DEREK C
 Form 4
 May 23, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HATHAWAY DEREK C

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)
P.O. BOX 8888

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
CAMP HILL, PA 17001-8888

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

(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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$1.25 par value ⁽¹⁾ | 05/22/2006 | | S ⁽²⁾ | | 200 | D | \$ 77.79 103,563.3913 D |
| Common Stock, \$1.25 par value | 05/22/2006 | | S ⁽²⁾ | | 600 | D | \$ 77.87 102,963.3913 D |
| Common Stock, \$1.25 par value | 05/22/2006 | | S ⁽²⁾ | | 400 | D | \$ 77.92 102,563.3913 D |

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| | | | | | | | |
|--------------------------------|------------|-------------|------|---|----------|--------------|---|
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 100 | D | \$ 77.95 | 102,463.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 77.99 | 102,263.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 78 | 102,063.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 78.03 | 101,863.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 78.05 | 101,663.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 78.06 | 101,463.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 100 | D | \$ 78.09 | 101,363.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 78.15 | 101,163.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 400 | D | \$ 78.17 | 100,763.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 300 | D | \$ 78.32 | 100,463.3913 | D |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 100 | D | \$ 78.35 | 100,363.3913 | D |
| | 05/22/2006 | <u>S(2)</u> | 78.4 | D | \$ 300 | 100,284.9913 | D |

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| | | | | | | | | |
|--------------------------------------|------------|-------------|-----|---|----------|--------------|---|--|
| Common Stock, \$1.25 par value | | | | | | | | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 78.6 | 100,084.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 100 | D | \$ 78.67 | 99,984.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 100 | D | \$ 78.78 | 99,884.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 78.93 | 99,684.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 100 | D | \$ 79.1 | 99,584.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 300 | D | \$ 79.21 | 99,284.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 100 | D | \$ 79.22 | 99,184.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 100 | D | \$ 79.39 | 99,084.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 200 | D | \$ 79.41 | 98,884.9913 | D | |
| Common Stock, \$1.25 par value | 05/22/2006 | <u>S(2)</u> | 300 | D | \$ 79.42 | 98,584.9913 | D | |
| | 05/22/2006 | <u>S(2)</u> | 100 | D | | 98,484.9913 | D | |

| | | | |
|-----------------------------------|---------------------------|---|--------------|
| Common Stock, \$1.25 par value | \$ 79.53 | | |
| Common Stock, \$1.25 par value | 27,656.001 ⁽³⁾ | I | Savings Plan |

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.

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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. Pr Deri Secu (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 29 ⁽⁴⁾ | | | | | ⁽⁴⁾ | 01/23/2010 ⁽⁴⁾ | Common Stock, \$1.25 par value | ⁽⁴⁾ |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 32.65 ⁽⁴⁾ | | | | | ⁽⁴⁾ | 01/20/2012 ⁽⁴⁾ | Common Stock, \$1.25 par value | ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HATHAWAY DEREK C P.O. BOX 8888 | X | | Chairman and CEO | |

CAMP HILL, PA 17001-8888

Signatures

Derek C.
Hathaway

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) This filing represents a continued filing two of three SEC Form 4 filings for this date.
- (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) Stock option granted pursuant to Harsco Corporation 1995 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

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.