

Gerson Scott H
 Form 4
 May 08, 2018

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 *
 Gerson Scott H

(Last) (First) (Middle)
 350 POPLAR CHURCH ROAD
 (Street)

CAMP HILL, PA 17011

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2018

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)
 SVP and Group Pres.Industrial

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$1.25 par value | 05/08/2018 | | M | | 32,477 | A | \$ 16.53 |
| Common Stock, \$1.25 par value | 05/08/2018 | | M | | 12,514 | A | \$ 7 |
| Common Stock, \$1.25 par value | 05/08/2018 | | M | | 5,981 | A | \$ 13.7 |
| | | | | | | | 56,497 |
| | | | | | | | 69,011 |
| | | | | | | | 74,992 |

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| | | | | | | | | |
|--------------------------------|------------|---|--------|---|----------|--------|---|--------------------|
| Common Stock, \$1.25 par value | 05/08/2018 | I | 37,188 | D | \$ 22.1 | 37,804 | D | |
| Common Stock, \$1.25 par value | 05/08/2018 | S | 13,784 | D | \$ 21.85 | 24,020 | D | |
| Common Stock | | | | | | 12,781 | I | by Managed Account |

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 and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Appreciation Right | \$ 16.53 | 05/08/2018 | | M | 32,477 | (1) 05/08/2025(1) | Common Stock | 32,477 |
| Stock Appreciation Right | \$ 7 | 05/08/2018 | | M | 12,514 | (1) 05/06/2026(1) | Common Stock | 12,514 |
| Stock Appreciation Rights | \$ 13.7 | 05/08/2018 | | M | 5,981 | (1) 03/03/2027(1) | Common Stock | 5,981 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gerson Scott H
350 POPLAR CHURCH ROAD
CAMP HILL, PA 17011

SVP and Group Pres.Industrial

Signatures

/s/ Scott H.
Gerson

05/08/2018

**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) The stock appreciation rights vest in one-third increments on each of the first three anniversaries of the date of grant.

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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