

Jacoby Scott W
Form 4
January 26, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jacoby Scott W

(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)

01/24/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

V.P. & Pres. Harsco Rail Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)	(A) or (D)	Price	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	01/24/2012		A ⁽¹⁾	106	A	\$ 19.985	3,348	D	
Common Stock, \$1.25 par value	01/24/2012		F	40	D	\$ 19.985	3,308	D	
Common Stock, \$1.25 par value ⁽²⁾							3,631.834	I	by Managed Account ⁽²⁾

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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
Restricted Stock Units	(3)	01/24/2012		A	15,000	01/23/2015 (3)	Common Stock, \$1.25 par value	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Jacoby Scott W 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	Director 10% Owner Officer V.P. & Pres. Harsco Rail Group

Signatures

Scott W Jacoby 01/26/2012

**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) These shares were paid in settlement of restricted stock units earned for the two-year performance period ended December 31, 2011.

With respect to the shares shown as held by the Managed Account, since the date of the Reporting Person's last report, 343,326 shares
(2) have been acquired under the Harsco Corporation Retirement Savings and Investment Plan. The information presented is as of December 31, 2011.

Restricted stock units granted under the 1995 Executive Incentive Compensation Plan represent a contingent right to receive Harsco
(3) common stock on a one-for-one basis when the restricted stock units vest. Each restricted stock unit has a three-year vesting period. No dividends are paid.

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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