

McKenzie Tracey L.
Form 4
March 08, 2019

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 *
McKenzie Tracey L.

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)
350 POPLAR CHURCH ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and CHRO

CAMP HILL, PA 17011

(City) (State) (Zip)

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

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 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)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Restricted Stock Units	(1)	03/06/2019	A	7,627	(1)	(1)	Common Stock	7,627	
Performance Share Units	(2)	03/06/2019	A	7,627	(2)	12/31/2021	Common Stock	7,627	
Stock Appreciation Rights	\$ 22.51	03/06/2019	A	16,165	(3)	03/06/2029	Common Stock	16,165	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKenzie Tracey L. 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011			SVP and CHRO	

Signatures

/s/ Tracey L.
McKenzie

03/08/2019

 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).

Restricted stock units granted under the 2013 Equity and Incentive Compensation Plan represent a contingent right to receive Harsco common stock on a one-for-one basis when the restricted stock units vest. The restricted stock units vest in one-third increments on each of the first three anniversaries of the date of the grant.

Each performance share unit represents a contingent right to receive the equivalent of one share of Harsco common stock. The performance share units vest based on the total shareholder return of Harsco common stock relative to the S&P 600 Industrial Index. The performance share units vest on 12/31/2021.

(3) 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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