

GRASBERGER F NICHOLAS III

Form 4

March 06, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5Check 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 *
GRASBERGER F NICHOLAS III

(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)

03/02/2018

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)

President and CEO

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 (Instr. 4)
Common Stock	03/03/2018		M	20,073	A \$ 0	254,234	D
Common Stock	03/03/2018		F	8,510	D \$ 19.8	245,724	D

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.**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 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(1)	03/03/2018		M	20,073	(2) (2)	Common Stock
Restricted Stock Units	(3)	03/02/2018		A	43,132	(3) (3)	Common Stock
Stock Appreciation Rights	\$ 19.8	03/02/2018		A	93,232	(4) 03/02/2028	Common Stock
Performance Share Units	(5)	03/02/2018		A	57,509	(5) 12/31/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRASBERGER F NICHOLAS III 350 POPLAR CHURCH ROAD CAMP HILL, PA 17011	X		President and CEO	

Signatures

/s/F. Nicholas
Grasberger III

03/06/2018

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) Restricted Stock Units convert into common stock on a one-for-one basis.

(2) On March 3, 2017 the reporting person was granted 60,219 restricted stock units of which one-third vested on the first anniversary of the grant date.

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.

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

Edgar Filing: GRASBERGER F NICHOLAS III - Form 4

Each performance share unit represents a contingent right to receive the equivalent of one share of Harsco common stock. The

- (5) 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 12/31/2020.

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.