

HASSELBUSCH STAN L

Form 4

February 07, 2008

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

OMB APPROVAL

OMB
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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 *
HASSELBUSCH STAN L

(Last) (First) (Middle)

L.B. FOSTER COMPANY, 415
HOLIDAY DRIVE

(Street)

PITTSBURGH, PA 15220

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FOSTER L B CO [FSTR]

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

02/05/2008

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 Chief Executive

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/05/2008		M	21,939 A	\$ 4.75 59,756	D	
Common Stock	02/05/2008		S	21,939 D	\$ 45.1315 37,817	D	
Common Stock	02/06/2008		M	22,261 A	\$ 4.75 60,078	D	
Comon Stock	02/06/2008		S	22,261 D	\$ 44.1537 37,817	D	
Common Stock					25,065	I	Approximate share equivalent of

units in
401(k) trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 5.5							05/15/2002 ⁽¹⁾	05/14/2012	Common	20,000
Option to Buy	\$ 4.75	02/05/2008		M		21,939		12/12/2001 ⁽²⁾	12/11/2011	Common	21,939
Option to Buy	\$ 4.75	02/06/2008		M		22,261		12/12/2001	12/11/2011	Common	22,261

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HASSELBUSCH STAN L L.B. FOSTER COMPANY 415 HOLIDAY DRIVE PITTSBURGH, PA 15220	X President and Chief Executive

Signatures

Stan L.
Hasselbusch 02/07/2008

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) 25% became exercisable on 5/15/02 and an additional 25% became vested on each of the next three anniversaries

(2) 25% became exercisable on 12/12/02 and an additional 25% became vested on each of the next three anniversaries

(3) Not applicable

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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