

FOSTER L B CO

Form 4

March 10, 2008

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RUSSO DAVID J**

(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)  
**03/06/2008**

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) below)

Sr. V.P., CFO & Treasurer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 751                                                                                                                | I                                                                    | 401(k) Trust<br>Share<br>Equivalents                              |
| Common<br>Stock                       | 03/06/2008                              |                                                             | A                                    | 1,312 A <u>11</u>                                                          | 5,312                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock <u>(2)</u>            | 03/06/2008                              |                                                             | A                                    | 683 A <u>11</u>                                                            | 5,995                                                                                                              | 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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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                                                         |
| Option to Buy                              | \$ 4.3                                                 |                                      |                                                    |                                |                                                                                         | 07/26/2002 <sup>(3)</sup> 07/25/2012 <sup>(3)</sup>      | Common                                                        |
| Option to Buy                              | \$ 4.1                                                 |                                      |                                                    |                                |                                                                                         | 12/10/2002 <sup>(4)</sup> 12/09/2012                     | Common                                                        |
| Performance Share Units                    | <u>(1)</u>                                             | 03/06/2008                           |                                                    | A                              | 2,053                                                                                   | <u>(1)</u> <u>(1)</u>                                    | Common                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships                    |
|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                   | Director 10% Owner Officer Other |
| RUSSO DAVID J<br>L.B. FOSTER COMPANY<br>415 HOLIDAY DRIVE<br>PITTSBURGH, PA 15220 | Sr. V.P., CFO & Treasurer        |

## Signatures

David J. Russo/David L. Voltz, as attorney-in-fact 03/10/2008

\_\_\_\_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) Not Applicable

(2) Not vested and non-voting until March 6, 2012

(3) 25% became vested on 7/26/03 and an additional 25% became vested on each of the next three anniversaries.

(4) 25% became vested on 12/10/03 and an additional 25% became vested on each of the next three anniversaries.

(5)

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(0 -4106 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2008 - 2010, inclusive. Stock awarded shall range from 0 - 2 for each performance share unit.

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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