Kelly Brian H Form 4 March 08, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person ** Kelly Brian H			2. Issuer Name and Ticker or Trading Symbol FOSTER L B CO [FSTR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(check all applicable)			
415 HOLIDAY	DRIVE		(Month/Day/Year) 03/06/2012	Director 10% Owner X Officer (give title Other (specify below) V.P Human Resources			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PITTSBURGH	, PA 15220			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly 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. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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	03/06/2012		Code V M	Amount 1,336	(D)	Price (1)	11,708	D	
Stock				-,			,,		
Common Stock	03/06/2012		A	1,786 (2)	A	\$0	13,494	D	
Common Stock	03/06/2012		F	604	D	\$ 27.49	12,890 (3)	D	
Common Stock							308	I	401(k) Shares

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exerc	cisable and	7. Title and A	Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration D	ate	Underlying S	Securities	]
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)	(
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					(
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number of	
				Code V	(A) (D)				Shares	
Performance Share Units	<u>(1)</u>	03/06/2012		M	1,336	<u>(1)</u>	<u>(1)</u>	Common	1,336	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kelly Brian H 415 HOLIDAY DRIVE PITTSBURGH, PA 15220

V.P. - Human Resources

03/08/2012

#### **Signatures**

/s/ Deborah J. Foster, attorney-in-fact for Brian H. Kelly

\*\*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) Each performance share unit represented a contingent right to receive a share of Issuer common stock based upon the Issuer's performance against certain pre-established financial metrics for the 2009-2011 performance period.
- (2) This number includes two awards of time-vested restricted stock, each of which will vest 100% in full on March 6, 2016.
  - This number includes restricted shares which were previously awarded to the reporting person by the Issuer under the Issuer's 2006
- (3) Omnibus Plan. This number has been adjusted to include one additional share which was timely reported on a Form 4, but inadvertently excluded from subsequent Form 4s.

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.

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