

FOSTER L B CO
Form 4
March 10, 2008

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... 0.5

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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 *
Foster Donald L

(Last) (First) (Middle)
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)
Sr. V.P.

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				(A) or (D) Price	260	I	Est. 401 (K) Shares
Common Stock	03/06/2008		A	1,312 A <u>1</u>	1,312	D	
Common Stock	03/06/2008 ⁽²⁾		A	683 A <u>1</u>	1,995	D	

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

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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 Security (Instr. 3 and 4)
Option to Buy	\$ 9.3					05/13/2006 ⁽³⁾ 05/12/2016 ⁽³⁾	Common
Option to Buy	\$ 8.01					10/21/2004 ⁽⁴⁾ 10/20/2014 ⁽⁴⁾	Common
Option to Buy	\$ 9.29					02/16/2005 ⁽⁵⁾ 02/15/2015 ⁽⁵⁾	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
Foster Donald L 415 HOLIDAY DRIVE PITTSBURGH, PA 15220			Sr. V.P.	

Signatures

Donald L. Foster/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 5/13/06 and an additional 25% becomes vested on each of the next three anniversaries.

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- (4) 25% became vested on 10/21/05 and an additional 25% becomes vested on each of the next three anniversaries.
- (5) 25% became vested on 2/16/06 and an additional 25% becomes vested on each of the next three anniversaries.
- (6) (0 - 4106 shares) Performance share unit will convert into common stock based on the Company's performance against financial metric for calendar year 2008 - 2010 inclusive. Stock awarded shall range from 0 to 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. 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.