

FOSTER L B CO
Form 4
May 09, 2006

FORM 4

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

OMB APPROVAL

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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

(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)
05/05/2006

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/05/2006		M		15,000 A \$ 4.44	52,816	D
Common Stock	05/05/2006		S		10,000 D \$ 24.95	42,816	D
Common Stock	05/05/2006		S		5,000 D \$ 25	37,817	D
Common Stock	05/08/2006		M		8,000 A \$ 4.44	45,817	D
Common Stock	05/08/2006		S		8,000 D \$ 24.95	37,817	D

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Common Stock	05/09/2006	M	27,000	A	\$ 4.44	60,817	D	
Common Stock	05/09/2006	S	27,000	D	\$ 24.95	37,817	D	
Common Stock						25,053	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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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	\$ 5.25					08/13/1998	08/12/2008	Common	25,000
Option to Buy	\$ 4.38					10/23/1998	10/22/2008	Common	25,000
Option to Buy	\$ 4.44	05/05/2006		M	15,000	03/01/2001 ⁽¹⁾	02/28/2010	Common	15,000
Option to Buy	\$ 4.44	05/08/2006		M	8,000	03/01/2001 ⁽¹⁾	02/28/2010	Common	8,000
Option to Buy	\$ 4.44	05/09/2006		M	27,000	03/01/2001 ⁽¹⁾	02/28/2010	Common	27,000
Option to Buy	\$ 2.75					02/02/2002 ⁽²⁾	02/01/2011	Common	20,000
Option to Buy	\$ 3.65					05/09/2002 ⁽³⁾	05/08/2011	Common	30,000
Option to Buy	\$ 4.75					12/12/2002 ⁽⁴⁾	12/11/2011	Common	50,000

Option
to Buy \$ 5.5

05/15/2002⁽⁵⁾ 05/14/2012 Common 20,000

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 05/09/2006

 Signature of Date
Reporting Person

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% becomes exercisable on 3/1/01 and an additional 25% becomes vested on each of the next three anniversaries
- (2) 25% becomes exercisable on 2/2/02 and an additional 25% becomes vested on each of the next three anniversaries
- (3) 25% becomes exercisable on 5/9/02 and an additional 25% becomes vested on each of the next three anniversaries
- (4) 25% becomes exercisable on 12/12/02 and an additional 25% becomes vested on each of the next three anniversaries
- (5) 25% becomes exercisable on 5/15/03 and an additional 25% becomes vested on each of the next three anniversaries
- (6) 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. 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.