

FOSTER LEE B II  
Form 4  
May 25, 2006

**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

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 \*  
FOSTER LEE B II

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)  
L.B. FOSTER COMPANY, 415  
HOLIDAY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
05/25/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman

(Street)  
PITTSBURGH, PA 15220

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 05/25/2006                           |  | S                              | V<br>Amount<br>32,500   | (A)<br>or<br>(D)<br>Price<br>\$<br>23.2   | D  |  |
| Common Stock                    |                                      |  |                                |   | 5,000   | I  | By Foster Holdings Retirement Savings Plan, a 401(k) plan. |
| Common Stock                    |                                      |  |                                |   | 25,841  | I  | Approximate share equivalent to units held in 401(k) trust |

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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 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) | 8. P. Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                | Amount or Number of Shares |
| Option to Buy                              | \$ 4.44  |                                      |  |                                |   | 03/01/2000   | 02/28/2010  | Common                               | 100,000                    |
| Option to Buy                              | \$ 2.75  |                                      |  |                                |   | 02/02/2001   | 02/01/2011  | Common                               | 20,000                     |
| Option to Buy                              | \$ 3.65  |                                      |  |                                |   | 05/09/2001   | 05/08/2011  | Common                               | 30,000                     |
| Option to Buy                              | \$ 5.5   |                                      |  |                                |   | 05/15/2002   | 05/14/2012  | Common                               | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| FOSTER LEE B II<br>L.B. FOSTER COMPANY<br>415 HOLIDAY DRIVE<br>PITTSBURGH, PA 15220 | X             |           | Chairman |       |

## Signatures

Lee B. Foster II                      05/25/2006  
 \*\*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).

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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