VOLTZ DAVID L Form 4

February 23, 2010

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * VOLTZ DAVID L			2. Issuer Name and Ticker or Trading Symbol FOSTER L B CO [FSTR]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
L.B. FOSTER COMPANY, 415 HOLIDAY DRIVE			02/22/2010	X_ Officer (give title Other (specification) V.P. General Counsel & Sec'y			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
PITTSBURGH, PA 15220				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(State)

(Zip)

(,)	()	Table	: 1 - Non-De	erivative So	ecurit	ies Acq	uirea, Disposea oi	, or Beneficiall	y 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. Securition (A) or Disj (Instr. 3, 4	posed	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 Stock					(-)		3,517	I	401(k) Stock	
Common Stock							399 (2)	D		
Common Stock							754 <u>(3)</u>	D		
Common Stock	02/22/2010		M	10,000	A	\$ 4.44	10,437	D		

Table I Non Darivetive Securities Acquired Disposed of ar Repositionally Owned

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)	4. Transactio Code (Instr. 8)	Secur Secur Acqu or Di (D)	rities uired (A) isposed of r. 3, 4,	6. Date Exercisab Date (Month/Day/Year	-	7. Title and A Underlying Se (Instr. 3 and 4
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option to Buy	\$ 4.44	02/22/2010	M	(A)	10,000	03/01/2000	02/28/2010	Common
Option to Buy	\$ 3.65					05/09/2001(4)	05/08/2011(4)	Common
Performance Share Units	(1)					<u>(1)</u>	<u>(1)</u>	Common
Performance Share Units	(1)					<u>(1)</u>	<u>(1)</u>	Common

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

VOLTZ DAVID L L.B. FOSTER COMPANY 415 HOLIDAY DRIVE PITTSBURGH, PA 15220

V.P. General Counsel & Sec'y

Signatures

David L. Voltz

**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 16, 2012.

Reporting Owners 2

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- (3) Not vested and non-voting until March 4, 2013.
- (4) 25% became vested on 5/9/02 and an additional 25% became vested on each of the next three anniversaries.
- (5) (0 2390 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.
- (6) (0 4524 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2009 2011, 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. 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.