

PORTEC RAIL PRODUCTS INC  
 Form 3  
 February 26, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 L B CO (Last) (First) (Middle) 415 HOLIDAY DRIVE (Street) PITTSBURGH, PA 15220 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/16/2010	3. Issuer Name and Ticker or Trading Symbol PORTEC RAIL PRODUCTS INC [PRPX]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1.00 par value per share	182,850	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

			Shares		(1) (Instr. 5)	
Voting Control	02/16/2010	Â (5)	Common Stock, \$1.00 par value per share	2,926,186 <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ <u>(6)</u>	D <u>(4)</u> Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER L B CO 415 HOLIDAY DRIVE PITTSBURGH, PA 15220	Â	Â X	Â	Â
Foster Thomas Co 415 HOLIDAY DRIVE PITTSBURGH, PA 15220	Â	Â	Â	wholly owned subsidiary

## Signatures

/s/ Stan L. Hasselbusch President and CEO of L. B. Foster Company and President and CEO of Foster Thomas Company

02/26/2010

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) This amount represents the aggregate number of shares of common stock of Portec Rail Products, Inc., a West Virginia corporation (the "Company"), held by certain shareholders of the Company who have entered into a Tender and Voting Agreement (the "Tender Agreement") dated as of February 16, 2010, with L.B. Foster Company, a Pennsylvania corporation ("Parent") and Foster Thomas Company, a West Virginia corporation and a wholly-owned subsidiary of Parent ("Purchaser").

(2) Such number does not include any Company Common Shares issuable upon the exercise of stock options to purchase 34,250 Company Common Shares held by shareholders of the Company, which shares would become subject to the Tender Agreement if the options were exercised.

(3) The summary of the Tender Agreement in this Form 3 is qualified in its entirety by the full text of the form of Tender Agreement attached as Exhibit 10.1 to Parent's Form 8-K filed with the SEC on February 17, 2010 and is hereby incorporated by reference.

(4) Pursuant to the Tender Agreement, Parent may exercise voting control over the shares described in footnote (1). Parent expressly disclaims beneficial ownership as determined under rule 13d-3 under the Securities Exchange Act of 1934, as amended, of any of the Company Common Shares subject to the Tender Agreement.

(5) The right to exercise voting control pursuant to the Tender Agreement shall terminate, in accordance with Section 11 of the Tender Agreement, upon the earliest of: (1) the effective time of the merger, (ii) as to the rights and obligations associated with any owned shares under Section 2 thereof, the acceptance for payment of such owned shares by Parent or Purchaser in the offer, (iii) the termination of this Tender Agreement by written notice from Parent to the shareholder, (iv) the termination of the offer by Parent or Purchaser, or (v) the date upon which the merger agreement is terminated in accordance with its terms without the merger having been consummated, or (vi) the merger agreement shall have been terminated by Company pursuant to Section 8.1(g) or 8.1(h) of the merger agreement.

(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.

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