

FOSTER LEE B II  
Form 4  
February 07, 2008

**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 \*  
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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/05/2008

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

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				(A) or (D)	Amount (D) Price		By Foster Holdings Retirement Savings Plan, a 401(k) plan.
Common Stock	02/05/2008		M	21,978 A	\$ 4.44	D	Estimated shares held in 401(k) trust
					124,578	D	

Common Stock							
Common Stock	02/05/2008	S	21,978	D	\$ 45.1357	102,600	D
Common Stock	02/06/2008	M	3,022	A	\$ 4.44	105,622	D
Common Stock	02/06/2008	M	10,000	A	\$ 2.75	115,622	D
Common Stock	02/06/2008	S	13,022	D	\$ 44.0967	102,600	D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 3.65					05/09/2001	05/08/2011	Common	30,000
Option to Buy	\$ 4.44	02/05/2008		M	21,978	03/01/2000	02/28/2010	Common	21,978
Option to Buy	\$ 4.44	02/06/2008		M	3,022	03/01/2000	02/28/2010	Common	3,022
Option to Buy	\$ 2.75	02/06/2008		M	10,000	02/02/2001	02/01/2011	Common	10,000
Option to Buy	\$ 5.5					05/15/2002	05/14/2012	Common	10,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

FOSTER LEE B II  
L.B. FOSTER COMPANY  
415 HOLIDAY DRIVE  
PITTSBURGH, PA 15220

X

Chairman

## Signatures

Lee B. Foster II                      02/07/2008

\*\*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

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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