SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* PUTH JOHN W	2. Issuer Name **and** Ticker or Trading Symbol FOSTER L B CO [FSTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below)
(Last) (First) (Middle) C/O L.B. FOSTER COMPANY 415 HOLIDIAY DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 08/04/2005	
(Street) PITTSBURGH PA 15220	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/04/2005		M		15,000	A	$4.125	60,246	D	
Common Stock	08/04/2005		S		15,000	D	$12	45,246	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Buy	$4.38							10/23/1998	10/22/2008	Common	10,000		10,000	D	
Option to Buy	$5.57							07/16/1999	07/15/2009	Common	10,000		10,000	D	
Option to Buy	$3.625							05/10/2000	05/09/2010	Common	5,000		5,000	D	
Option to Buy	$3.65							05/09/2001	05/08/2011	Common	5,000		5,000	D	
Option to Buy	$5.5							05/15/2002	05/14/2012	Common	5,000		5,000	D	
Option to Buy	$4.23							05/13/2003	05/12/2013	Common	5,000		5,000	D	
Option to Buy	$7.81							05/25/2004	05/24/2014	Common Stock	5,000		5,000	D	
Option to Buy	$4.125	08/04/2005		M			15,000	05/08/1996	05/07/2006	Common	15,000	$4.125	0	D	
Option to Buy	$8.97							05/25/2005	05/24/2015	Common	5,000		5,000	D	

Explanation of Responses:

Remarks:

John W. Puth   08/04/2005

** Signature of Reporting Person   Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.