

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

1. Name and Address of Reporting Person* <u>THALMAN WILLIAM M</u> (Last) (First) (Middle) L.B. FOSTER COMPANY 415 HOLIDAY DRIVE, SUITE 100 (Street) PITTSBURGH PA 15220 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOSTER L B CO [FSTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/13/2024		A		2,377 ⁽¹⁾	A	\$0	42,358 ⁽²⁾	D	
Common Stock	02/13/2024		F		1,144	D	\$23.76	41,214	D	
Common Stock	02/13/2024		A		3,874 ⁽³⁾	A	\$0	45,088	D	
Common Stock	02/13/2024		A		9,942 ⁽⁴⁾	A	\$0	55,030	D	
Common Stock	02/14/2024		F		1,847 ⁽⁵⁾	D	\$24	53,183	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)					

Explanation of Responses:

- Represents shares of common stock resulting from performance share units which were contingent rights to receive shares of common stock based on the Issuer's performance against certain pre-established financial metrics for the 2021-2023 performance period.
- Includes 2,518 Performance Restricted Stock Units earned under the 2022-2024 Long Term Incentive Plan granted on 02/17/2022; those 2,518 Performance Restricted Stock Units will settle at the end of the 2022-2024 performance period on December 31, 2024, upon certification by the Compensation Committee.
- Represents the number of Performance Restricted Stock Units earned under the 2022-2024 Long Term Incentive Plan granted on 02/17/2022 upon certification of performance results by the Compensation Committee at 96.3% for the annual period ended December 31, 2023. The earned Performance Restricted Stock Units will settle at the end of the performance period on December 31, 2024, upon certification by the Compensation Committee.
- Represents the number of Performance Restricted Stock Units earned under the 2023-2025 Long Term Incentive Plan granted on 02/14/2023 upon certification of performance results by the Compensation Committee at 187.0% for the annual period ended December 31, 2023. The earned Performance Restricted Stock Units will settle at the end of the performance period on December 31, 2025, upon certification by the Compensation Committee.
- Shares withheld to pay taxes applicable to the vesting of restricted stock related to the 2023-2025 LTIP awarded on 02/14/23.

Remarks:

/s/ William M. Thalman by
Judith Balog, attorney-in-fact 02/15/2024

** 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.

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