FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Sauder David R</u>				2. Issuer Name and Ticker or Trading Symbol FOSTER L B CO [FSTR]									heck all app Dired	olicable) ctor	g Person(s) to I	Owner
(Last) (First) (Middle) 415 HOLIDAY DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 02/27/2013								X Office below			(specify)
	15220 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Lir	ne) X Forn Forn	lual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Security (Instr. 3) 2. Trans Date (Month/				2A. Deemed Execution Date oay/Year) (Month/Day/Yea			Code (Instr. 5)				d Securi Benefi	cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount (A) or (D)		() or ()	Price	Transa	action(s)		(Instr. 4)
Common Stock 02/27/				013		A		574 ⁽¹⁾		A \$0		11	.,170(2)	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
onversion r Exercise (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) 8		Transa Code (I B)	(Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)			Amoun or Numbe of		unt	Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
C	ate	(e 5. Transaction 3A. Deemee Execution I Month/Day/Year) if any	Table II - Derivati (e.g., pu Transaction Date Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	Table II - Derivative Science, puts, Caransaction Date Hexecution Date, if any (Month/Day/Year) Table II - Derivative Science	(e.g., puts, calls, and control of the month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8)	Table II - Derivative Securities (e.g., puts, calls, warrange) Transaction Date Execution Date, if any (Month/Day/Year) Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Social Acquired (A) or Disprise of (D) (Instr. and 5	Table II - Derivative Securities Acqu (e.g., puts, calls, warrants, Transaction Execution Date, if any (Month/Day/Year) A. Transaction Code (Instr. 8) 4. Transaction Code (Instr. 8) 5. 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Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration	Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible set) 3. Transaction late Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration Date Expiration	Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities. Transaction Date (if any (Month/Day/Year)) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. 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Explanation of Responses:

- 1. Award of time vested restricted stock under the Issuer's 2006 Omnibus Incentive Plan.
- 2. This number includes restricted shares which were previously awarded to the reporting person under the Issuer's 2006 Omnibus Incentive Plan.

Remarks:

/s/ David R. Sauder by Joseph S. Cancilla, attorney-in-fact

03/01/2013

** 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.