FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
	Estimated average burde	en
	hours per response:	0.5

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

(Lash COMPANY  LB. FOSTER	1. Name and Address of Reporting Person* FOSTER LEE B II						2. Issuer Name <b>and</b> Ticker or Trading Symbol FOSTER L B CO [ FSTR ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner						
Common Stock   Comm	L.B. FOSTER COMPANY						09/07/2007									Chairman						
Table   1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   1. Title of Security (Instr. 3)   2. Transaction Date (Month/Day/Yea) (Month/Day/Yea)   2. Transaction Date (Month/Day/Yea) (Month/Day/Yea)   2. Transaction Date (Month/Day/Yea)   3. Transaction Date (Month/Day/						-   4. If -	4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person  Form filed by More than One Reporting						
2. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Transaction Dat	(City)	(5	,																			
Common Stock  Co	1. Title of Security (Instr. 3) 2. Transac Date					ction	tion 2A. Deemed Execution Date, if any				3. 4. Securities Acquired (A) d Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)				5. Amount of securities Beneficially Owned Following		of	Form: Direct (D) or Indirect		Beneficial Ownership		
Common Stock  Common Stock  Definition of Exercise Conversion or Exercise Conversion Conversion or Exercise Conversion Conversion or Exercise Conversion Conversion or Exercise Conversion Co										Code	e V Amo		(A) or (D)	Price	Transaction		nd 4)			(111311. 4)		
Common Stock    26,637   I   shares held in 401(k) trust	Common Stock															5,00			_	401(k)		
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)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  2. Demend Execution Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Expiration Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Expiration Date (Month/Day/Year)  3. Transaction of Securities Underlying Derivative Security (Instr. 3 and 4)  3. Transaction Date (Month/Day/Year)  4. Expiration Date (Month/Day/Year)  5. Number of Derivative Security (Instr. 3)  6. Date Exercisable and Expiration Date (Month/Day/Year)  9. Number of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Ownership Form: Direct (D) Ownership Form: Direct (D) Ownership Security (Instr. 4)  9. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  9. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Common Stock														26,637		I		held in 401(k)			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Security Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Exercisable and Expiration Date (Month/Day/Year)  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 Security (Instr. 5)  9. Number of derivative Security (Instr. 5)  Owned Following Reported Transaction(s) (Instr. 4)  (Instr. 4)  Amount or Number of Month/Day/Year)  Amount or Number of Derivative Security (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)	Common Stock			09/07/	07/2007				G		8,700	D	\$0 <sup>(1)</sup>	.)	126,600		D					
1. Title of Derivative Conversion or Exercise (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities (Month/Day/Year)  Derivative Security (Instr. 3 and 4)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Amount or Number of Derivative Security (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  10. Ownership Form: Direct (I) (Instr. 4)																						
or Number of Other Date Expiration of Other Date Expiration of Other Date Oth	Derivative Security	Conversion or Exercise Price of Derivative	Date	Executio if any	ned on Date,	4. Transa Code (I	action of (Instr. Securi Acquii (A) or Dispoo of (D) (Instr.		rative rities ired r osed )	6. Date Exercis		able and	7. Title an of Securit Underlyin Derivative	d Amounies g Security	Derivative Security		derivativ Securitie Benefici Owned Followin Reporte Transac	re es ially ng d tion(s)	Ownersh Form: Direct (D or Indire	Benefici Owners ect (Instr. 4)		
Code V (A) (D) Exercisable Date Title Shares						Code	v	/ (A) (D)				Expiration Date	Title	or Number	r							
Option to Buy \$2.75		\$2.75								02/02/200	01	02/01/2011	Common	20,000	0		20,0	00	D			
Option to Buy \$3.65	Option to Buy	\$3.65								05/09/200	01	05/08/2011	Common	30,000	0		30,0	00	D			
Option to Buy \$5.5   05/15/2002 05/14/2012 Common 10,000 10,000 D		\$5.5								05/15/200	02	05/14/2012	Common	10,000	0		10,0	00	D			
Option to Buy \$4.44 03/01/2000 02/28/2010 Common 95,800 D		\$4.44								03/01/200	00	02/28/2010	Common	95,800	0		95,8	00	D			

1. Intentionally left blank.

## Remarks:

Lee B. Foster II

09/11/2007

\*\* Signature of Reporting Person

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

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).