

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 27, 2006

L. B. Foster Company

(Exact name of registrant as specified in its charter)

Pennsylvania 000-10436 25-1324733

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

415 Holiday Drive, Pittsburgh, Pennsylvania 15220

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (412) 928-3417

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On April 27, 2006, L.B. Foster Company (the "Company") issued a press release announcing the Company's results of operations for the first quarter ended March 31, 2006. A copy of that press release is furnished with this report as Exhibit 99.1.

The information contained in this Current Report shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities and Exchange Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release issued by L.B. Foster Company, April 27, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

L.B. Foster Company
(Registrant)

Date April 27, 2006

/s/David J. Russo

David J. Russo
Senior Vice President,
Chief Financial Officer and Treasurer

Exhibit Number

Description

99.1

Press Release dated April 27, 2006, of L. B. Foster Company.

L. B. Foster Company

415 Holiday Drive, Pittsburgh, PA 15220

Contact: Stan L. Hasselbusch

Phone: (412) 928-3417

FAX: (412) 928-7891

Email: investors@LBFosterCo.com

FOR IMMEDIATE RELEASE

L. B. FOSTER COMPANY

REPORTS STRONG FIRST QUARTER

RESULTING IN 96% INCREASE IN INCOME FROM

CONTINUING OPERATIONS

PITTSBURGH, PA, April 27, 2006 - L.B. Foster Company (NASDAQ: FSTR), a leading manufacturer, fabricator, and distributor of rail, construction, and tubular products, today reported that its first quarter earnings per diluted share from continuing operations nearly doubled compared to the prior year quarter, the fifth consecutive quarter the Company has recorded an earnings increase over the prior year.

2006 First Quarter Results

In the first quarter of 2006, L. B. Foster had earnings per diluted share of 36 cents and net income of \$3.9 million compared to 6 cents per diluted share and net income of \$0.6 million in the first quarter of 2005. The results of discontinued operations reflect the sale of our Geotechnical Division in the first quarter of 2006. Income from discontinued operations of \$2.8 million includes the gain on this sale of \$3.0 million, reduced by a \$0.2 million loss from operations during the period we owned the business. Income taxes were favorably affected by the release of a valuation allowance recorded in 2003 related to a capital loss carryforward. Diluted earnings per share from continuing operations was 11 cents on earnings of \$1.2 million compared to 6 cents on earnings of \$0.6 million in 2005.

Net sales increased 24% to \$84.2 million compared to \$67.6 million in the prior year quarter.

Gross profit margin was 11.6%, up 80 basis points from the prior year quarter as a result of increased plant efficiencies and favorable variances in product purchases.

"Piling and Rail Products continued to deliver strong sales. Our concrete tie business results improved substantially due to strong activity at our Spokane facility. Although our Fabricated Products Division continued to lose money, it performed substantially better than the prior year quarter," remarked Stan Hasselbusch, President and Chief Executive Officer. "We are pleased to report that tie production in our recently refurbished Grand Island facility continued to increase to levels where its first quarter production increased 10% over last year. We are also pleased to announce that our Tucson facility construction is well underway and on schedule," added Mr. Hasselbusch.

Mr. Hasselbusch concluded, "Overall business activity remains strong and is reflected in our first quarter order bookings. Bookings for the first quarter were \$121 million, 14% higher than the same period last year. Backlog at March 31, 2006 was \$141 million, which was 25% higher than last year."

Selling and administrative expenses increased \$1.2 million or 18% over the same prior year period due primarily to employee related costs and benefit expenses. Fourth quarter interest expense increased \$0.2 million over the prior year due to increased interest rates and increased borrowings. The increase in borrowings was due primarily to an increase in working capital requirements as well as higher than typical capital investments made during the past three quarters. The Company's income tax rate was 34.4% in the first quarter compared to 30.4% in the prior year quarter. The lower tax rate in 2005 is the result of releasing a portion of the valuation allowance provided for state deferred assets.

Cash flow from operations was a negative \$5.9 million for the first quarter, due

to an expected ramp up in activity in anticipation of a seasonally strong spring/summer period. Capital expenditures for the quarter were \$5.2 million as we are working to complete the Tucson concrete tie facility later this summer.

L. B. Foster Company will conduct a conference call and webcast to discuss its first quarter operating results on Thursday, April 27, 2006 at 11:00am ET. The call will be hosted by Mr. Stan Hasselbusch, President and Chief Executive Officer. Listen via audio on the L.B. Foster web site: www.lbfoster.com, by accessing the Investor Relations page.

The Company wishes to caution readers that various factors could cause the actual results of the Company to differ materially from those indicated by forward-looking statements in news releases, and other communications, including oral statements, such as references to future profitability, made from time to time by representatives of the Company. Specific risks and uncertainties that could affect the Company's profitability include, but are not limited to, general economic conditions, adequate funding for infrastructure projects, the potential value of the Dakota Minnesota & Eastern Railroad, delays or problems encountered during construction or implementation at our concrete tie facilities, and the continued availability of existing and new piling and rail products. Matters discussed in such communications are forward-looking statements that involve risks and uncertainties. Sentences containing words such as "anticipates," "expects," or "will," generally should be considered forward-looking statements. More detailed information on these and additional factors which could affect the Company's operating and financial results are described in the Company's Forms 10-K, 10-Q and other reports, filed or to be filed with the Securities and Exchange Commission. The Company urges all interested parties to read these reports to gain a better understanding of the many business and other risks that the Company faces. The forward-looking statements contained in this press release are made only as of the date hereof, and the Company undertakes no obligation to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

CONDENSED STATEMENTS OF CONSOLIDATED OPERATIONS
L. B. FOSTER COMPANY AND SUBSIDIARIES
(In Thousands, Except Per Share Amounts)

	Three Months Ended March 31,	
	2006	2005
	(Unaudited)	
NET SALES	\$84,155	\$67,633
COSTS AND EXPENSES:		
Cost of goods sold	74,351	60,296
Selling and administrative expenses	7,731	6,530
Interest expense	665	424
Other income	(431)	(500)
	82,316	66,750
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	1,839	883
INCOME TAXES	633	268
INCOME FROM CONTINUING OPERATIONS, NET OF TAX	1,206	615
DISCONTINUED OPERATIONS:		
INCOME FROM DISCONTINUED OPERATIONS	2,819	24
INCOME TAXES	141	11
INCOME FROM DISCONTINUED OPERATIONS, NET OF TAX	2,678	13
NET INCOME	\$3,884	\$628
	=====	=====
BASIC EARNINGS PER COMMON SHARE:		
FROM CONTINUING OPERATIONS	\$0.12	\$0.06

FROM DISCONTINUED OPERATIONS	0.26	0.00
	-----	-----
BASIC EARNINGS PER COMMON SHARE	\$0.38	\$0.06
	=====	=====
DILUTED EARNINGS PER COMMON SHARE:		
FROM CONTINUING OPERATIONS	\$0.11	\$0.06
FROM DISCONTINUED OPERATIONS	0.25	0.00
	-----	-----
DILUTED EARNINGS PER COMMON SHARE	\$0.36	\$0.06
	=====	=====
AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - BASIC	10,195	10,066
	=====	=====
AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - DILUTED	10,654	10,395
	=====	=====

L. B. Foster Company and Subsidiaries
Consolidated Balance Sheet
(\$ 000's)

	March 31, 2006 ----- (Unaudited)	December 31, 2005 -----
ASSETS		
CURRENT ASSETS:		
Cash and cash items	\$1,404	\$1,596
Accounts and notes receivable:		
Trade	52,712	44,087
Other	151	1,354
Inventories	71,290	67,044
Current deferred tax assets	1,779	1,779
Other current assets	1,821	703
Current assets of discontinued operations	1,258	3,867
	-----	-----
Total Current Assets	130,415	120,430
	-----	-----
OTHER ASSETS:		
Property, plant & equipment-net	42,632	38,761
Goodwill	350	350
Other intangibles - net	124	144
Investments	15,934	15,687
Deferred tax assets	1,161	1,183
Other non-current assets	281	177
Assets of discontinued operations	0	1,554
	-----	-----
Total Other Assets	60,482	57,856
	-----	-----
	\$190,897	\$178,286
	=====	=====
 LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities on long-term debt	\$1,780	\$1,759
Short-term borrowings	7,013	5,881
Accounts payable-trade and other	46,256	41,087
Accrued payroll and employee benefits	4,007	5,875
Current deferred tax liabilities	4,845	4,845
Other accrued liabilities	4,102	3,128
Current liabilities of discontinued operations	675	1,760
	-----	-----
Total Current Liabilities	68,678	64,335
	-----	-----
LONG-TERM BORROWINGS	24,509	20,848
	-----	-----
OTHER LONG-TERM DEBT	8,663	8,428
	-----	-----
DEFERRED TAX LIABILITIES	1,615	1,615
	-----	-----
OTHER LONG-TERM LIABILITIES	3,283	3,071
	-----	-----
 STOCKHOLDERS' EQUITY:		
Class A Common stock	102	102
Paid-in Capital	35,755	35,598
Retained Earnings	49,197	45,313
Treasury Stock	(82)	(126)
Accumulated Other Comprehensive Loss	(823)	(898)
	-----	-----
Total Stockholders' Equity	84,149	79,989
	-----	-----
	\$190,897	\$178,286
	=====	=====