

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Tracy William</u> _____ (Last) (First) (Middle) 415 HOLIDAY DR. _____ (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>SVP-Infrastructure Solutions</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2021</u>	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2021		A		3,570 <sup>(1)</sup>	A	\$0.00	15,039	D	
Common Stock	03/01/2021		F		377	D	\$17.07	14,662	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
Performance Stock Units	(2)	03/01/2021		A		3,333		(2)	02/28/2026	Common Stock	3,333	\$0.00	3,333	D	

**Explanation of Responses:**

- Award of time vested restricted stock, which will vest in 33-1/3% increments on each of the first, second, and third anniversaries of the date of grant.
- Performance-based stock unit award which expires on 02/28/26, 5 years after the grant date. Fifty percent of the award, or 1,666 shares, may be earned when the consecutive 30 day average closing stock price per share of the Company's common stock on the Nasdaq Stock Market is \$25.00 per share or more and is generally subject to continued employment with the Company until the third anniversary of the grant date. The remaining 50% of the award, or 1,667 shares, may be earned when the consecutive 30 day average closing stock price per share of the Company's common stock on the Nasdaq Stock Market is \$30.00 per share or more and is generally subject to continued employment with the Company until the third anniversary of the grant date. If either or both of these measures are achieved after the third anniversary of the grant date, the shares will be issued upon attainment of such stock price goals and if the grantee is employed by the Company on the date of attainment of such goals.

/s/ William Tracy by Heidi Loeffert, attorney-in-fact      03/02/2021  
 \*\* 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.