

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 30, 2007 (April 26, 2007)

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 1.01

On April 26, 2007, Registrant executed an amendment, effective April 24, 2007, to its sublease with American Cast Iron Pipe Company ("ACIPCO") which extended the term of the sublease to July 31, 2017. The amendment is attached hereto and incorporated herein by reference.

Registrant utilizes these 32 acres of subleased property, located in Birmingham, Alabama, to coat pipe for ACIPCO.

Item 9.01

(d) Exhibits

10.19.2 Amendment dated April 24, 2007 to Sublease between Registrant and American Cast Iron Pipe Company for pipe coating facility Birmingham, Alabama.

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 30, 2007

/s/ David J. Russo

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

EXHIBIT INDEX

Exhibit Number

Description

10.19.2

Amendment dated April 24, 2007 to Sublease between Registrant and American Cast Iron Pipe Company for pipe coating facility Birmingham, Alabama.

AMENDMENT NO. 5
TO SUBLEASE AGREEMENT

THIS AMENDMENT TO SUBLEASE AGREEMENT dated December 11, 1991, as amended ("Sublease") by and between AMERICAN CAST IRON PIPE COMPANY, a Georgia corporation ("Landlord") and L.B. FOSTER COMPANY, a Pennsylvania corporation ("Tenant") is made and entered into between Landlord and Tenant on and as of this the 24th day of April 2007 ("Amendment").

WITNESSETH:

WHEREAS, Landlord and Tenant desire to further amend the Sublease which has heretofore been amended by Amendment No. 1 amending Exhibit "A" to the Sublease; by Amendment No. 2 providing that the Commencement Date of the Sublease is April 1, 1992 and extending the term of the Sublease; by Amendment No. 3 providing for the construction of certain improvement on the "demised premises" and the payment of Supplemental Rent in connection therewith; and by Amendment No. 4 extending the term of the Sublease to July 31, 2007; and

WHEREAS, Landlord and Tenant desire to further extend the term of the Sublease to July 31, 2017.

NOW THEREFORE, in consideration of the premises and the mutual undertakings, covenants, promises and agreements herein contained and for other good and valuable consideration, receipt of which is acknowledged, Landlord and Tenant agree to further amend the Sublease as follows:

- 1. ARTICLE 1. PREMISES AND TERM. Article 1 (Premises and Term) is hereby amended by changing and amending the second paragraph of Article 1 to read in its entirety as follows:

TO HAVE AND TO HOLD the said demised premises, together with all and singular the improvements thereunto belonging or in any manner appertaining, unto Tenant for a term commencing on the Commencement Date set forth in Article 3 hereof, and continuing thereafter to and including July 31, 2017, subject, however, to earlier termination as provided elsewhere in this sublease.

- 2. Except as otherwise provided herein, all defined terms in the Sublease are incorporated by reference into this Amendment.
- 3. Except as amended hereby, all provisions of the Sublease shall remain in full force and effect.

IN WITNESS WHEREOF, Landlord and Tenant have duly executed and affixed their respective seals to this instrument, being duly authorized in the premises, on the day and year first above written.

LANDLORD:

American Cast Iron Pipe Company,
a Georgia corporation

By: /s/ J. M. O'Brien

Its: V.P, Sales/Secretary

TENANT:

L.B. Foster Company,
a Pennsylvania corporation

By: /s/ Stan L. Hasselbusch 4/26/07

Its: President and CEO
