SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Brumbaugh Merry L	**FOSTER L B CO** [FSTR]	

(Last)	(First)	(Middle)
415 HOLIDAY DRIVE		

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2009

		Director		10% Owner
X	Officer (give title below)			Other (specify below)

Vice President-Tubular

(Street)		
PITTSBURGH	**PA**	**15220**

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

(City)	(State)	(Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								2,694	I	Est. 401(K) Shares
Common Stock								437	D	
Common Stock								399[1]	D	
Common Stock	03/03/2009		A		754[2]	A	[3]	754[2]	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	Amount or Number of Shares				
Option to Buy	$8.01							10/22/2005	10/21/2014	Common	3,250		3,250	D	
Performance Share Units	[3]							[3]	[3]	Common	[3]		1,195[4]	D	
Performance Share Units	[3]	03/03/2009		A		2,262[5]		[3]	[3]	Common	[3]	[3]	2,262[5]	D	

Explanation of Responses:

1. Not vested and non-voting until March 6, 2012.

2. Not vested and non-voting until March 4, 2013.

3. Not applicable.

4. (0 - 2390 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2008 - 2010, inclusive. Stock awarded shall range from 0 - 2 for each performance share unit.

5. (0 - 4524 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2009 - 2011, inclusive. Stock awarded shall range from 0 - 2 for each performance share unit.

Remarks:

/s/ Merry L. Brumbaugh	03/05/2008
** Signature of Reporting Person	Date