

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

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

1. Name and Address of Reporting Person* <u>FISHER SAMUEL K</u> (Last) (First) (Middle) <u>L.B. FOSTER COMPANY</u> <u>415 HOLIDAY DRIVE</u> (Street) <u>PITTSBURGH PA 15220</u> (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>Sr. V.P. Rail Product Managem</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	02/16/2004		S		1,060	D	\$8.28	5,675	D	
Common Stock	02/20/2004		M		5,000	A	\$3.56	10,675	D	
Common Stock	02/20/2004		M		18,750	A	\$3.563	29,425	D	
Common Stock	02/20/2004		M		3,000	A	\$2.75	32,425	D	
Common Stock	02/20/2004		S		26,750	D	\$7.81	5,675	D	
Common Stock								3,371	I	401(k) Trust estimate

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					
Option to Buy	\$5.25							08/13/1998 ⁽¹⁾	08/12/2008	Common		18,000	D	
Option to Buy	\$4.44							03/01/2000 ⁽²⁾	02/28/2010	Common		10,000	D	
Option to Buy	\$3.65							05/09/2001 ⁽³⁾	05/08/2011	Common		6,000	D	
Option to Buy	\$3.56	02/20/2004		X		5,000		07/22/1995	07/21/2004	Common	\$3.56	0	D	
Option to Buy	\$3.563	02/20/2004		X		18,750		08/03/2000 ⁽⁴⁾	08/02/2010	Common	\$3.563	6,250	D	
Option to Buy	\$2.75	02/20/2004		X		3,000		02/03/2001 ⁽⁵⁾	02/02/2011	Common	\$2.75	1,000	D	

Explanation of Responses:

- 25% became exercisable on 8/13/99 and an additional 25% became exercisable on each of the next three anniversaries.
- 25% became exercisable on 3/1/01 and an additional 25% becomes exercisable on each of the next three anniversaries
- 25% became exercisable on 5/9/02 and an additional 25% becomes exercisable on each of the next three anniversaries.
- 25% of initial 25,000 grant became exercisable on 8/3/01 and an additional 25% becomes exercisable on each of the next three anniversaries.
- 25% of initial 4,000 grant became exercisable on 2/2/02 and an additional 25% becomes exercisable on each of the next three anniversaries.

Remarks:

Samuel K. Fisher

02/23/2004

** 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.