

FOSTER L B CO

Form 4

May 04, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHER SAMUEL K

(Last) (First) (Middle)

**L.B. FOSTER COMPANY, 415
HOLIDAY DRIVE**

(Street)

PITTSBURGH, PA 15220

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FOSTER L B CO [FSTR]

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

05/04/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. V.P. Rail Product Manageme

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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	05/04/2006		M		1,000	A	\$ 2.75	6,675	D
Common Stock	05/04/2006		M		6,250	A	\$ 3.563	12,925	D
Common Stock	05/04/2006		M		18,000	A	\$ 5.25	30,925	D
Common Stock	05/04/2006		M		10,000	A	\$ 4.44	40,925	D
Common Stock	05/04/2006		M		6,000	A	\$ 3.65	46,925	D

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Common Stock	05/04/2006	S	9,000	D	\$ 22.237	37,925	D	
Common Stock	05/04/2006	S	2,400	D	\$ 22.55	35,525	D	
Common Stock	05/04/2006	S	1,700	D	\$ 22.7	33,825	D	
Common Stock	05/04/2006	S	2,500	D	\$ 22.4	31,325	D	
Common Stock	05/04/2006	S	9,000	D	\$ 23.17	22,325	D	
Common Stock	05/04/2006	S	1,700	D	\$ 22.33	20,625	D	
Common Stock	05/04/2006	S	3,400	D	\$ 22.77	17,225	D	
Common Stock	05/04/2006	S	50	D	\$ 22.77	17,175	D	
Common Stock	05/04/2006	S	2,500	D	\$ 22.455	14,675	D	
Common Stock	05/04/2006	S	3,000	D	\$ 22.922	11,675	D	
Common Stock	05/04/2006	S	6,000	D	\$ 22.81	5,675	D	
Common Stock						4,243	I	Est. 401(k) share equivalent

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

Common Stock	\$ 5.25	05/04/2006	M	18,000 (1)	08/13/1998	08/12/2008	Common	18,000
Common Stock	\$ 4.44	05/04/2006	M	10,000	03/01/2000	02/28/2010	Common	10,000
Common Stock	\$ 3.65	05/04/2006	M	6,000	05/09/2001	05/08/2011	Common	6,000
Common Stock	\$ 3.563	05/04/2006	M	6,250	08/03/2000	08/02/2010	Common	6,250
Common Stock	\$ 2.275	05/04/2006	M	1,000	02/03/2001	02/02/2011	Common	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER SAMUEL K L.B. FOSTER COMPANY 415 HOLIDAY DRIVE PITTSBURGH, PA 15220			Sr. V.P. Rail Product Manageme	

Signatures

Samuel K. Fisher, by attorney in fact David L. Voltz

05/04/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 1. Intentionally left blank

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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