

Foster Donald L
Form 4
March 04, 2010

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foster Donald L

(Last) (First) (Middle)

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)

03/02/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. V.P. Construction Products

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock				(A) or (D)	260	I	Est. 401(k) Shares
Common Stock					1,312	D	
Common Stock					683 ⁽²⁾	D	
Common Stock					1,293 ⁽³⁾	D	
Common Stock	03/02/2010		A	1,021 ⁽⁴⁾	A <u>11</u> 1,021 ⁽⁴⁾	D	

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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 of Shares
Option to Buy	\$ 9.3							05/13/2006	05/12/2016	Common	3,750 ⁽⁵⁾
Option to Buy	\$ 9.29							02/16/2006	02/15/2015	Common	2,500 ⁽⁶⁾
Performance Share Units	<u>(1)</u>							<u>(1)</u>	<u>(1)</u>	Common	<u>(1)</u>
Performance Share Units	<u>(1)</u>	03/03/2009		A		3,877 ⁽⁸⁾		<u>(1)</u>	<u>(1)</u>	Common	3,877 ⁽⁸⁾
Performance Share Units	<u>(1)</u>	03/02/2010		A		3,062 ⁽⁹⁾		<u>(1)</u>	<u>(1)</u>	Common	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Foster Donald L 415 HOLIDAY DRIVE PITTSBURGH, PA 15220	Sr. V.P. Construction Products

Signatures

/s/ Donald L.
Foster 03/04/2010

**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) Not applicable.
- (2) Not vested and non-voting until March 6, 2012.
- (3) Not vested and non-voting until March 4, 2013.
- (4) Not vested and non-voting until March 2, 2014.
- (5) 25% became vested on 5/13/06 and an additional 25% becomes vested on each of the next three anniversaries.
- (6) 25% became vested on 2/16/06 and an additional 25% becomes vested on each of the next three anniversaries.
- (7) (0 - 4106 shares). Performance share unit will convert into common stock based on the Company's performance against financial metric for calendar year 2008-2010 inclusive. Stock awarded shall range from 0 to 2 for each performance share unit.
- (8) (0 - 7754 shares). Performance share unit will convert into common stock based on the Company's performance against financial metric for calendar year 2009-2011 inclusive. Stock awarded shall range from 0 to 2 for each performance share unit.
- (9) (0 - 6124 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2010 - 2012, inclusive. Stock awarded shall range from 0 - 2 for each performance share unit.

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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