

Sauder David R
Form 4
March 08, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sauder David R

2. Issuer Name and Ticker or Trading Symbol
FOSTER L B CO [FSTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2012

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

Vice President-Business Dev

(Street)
PITTSBURGH, PA 15220

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/06/2012 | | M | 1,336 A (4) | 8,327 | D | |
| Common Stock | 03/06/2012 | | M | 956 A (1) | 9,283 | D | |
| Common Stock | 03/06/2012 | | A | 786 (2) A \$ 0 | 10,069 | D | |
| Common Stock | 03/06/2012 | | F | 798 D \$ 27.49 | 9,271 (3) | D | |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Share Units | <u>(1)</u> | 03/06/2012 | | M | 1,336 | <u>(1)</u> <u>(1)</u> | Common Stock | 1,336 |
| Performance Share Units | <u>(2)</u> | 03/06/2012 | | M | 956 | <u>(2)</u> <u>(2)</u> | Common Stock | 956 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sauder David R 415 HOLIDAY DRIVE PITTSBURGH, PA 15220 | | | Vice President-Business Dev | |

Signatures

/s/ Deborah J. Foster, attorney in fact for David R. Sauder
03/08/2012

__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) Each performance share unit represented a contingent right to receive a share of Issuer common stock based upon the Issuer's performance against certain pre-established financial metrics for the 2009-2011 performance period.
- (2) Each performance share unit represented a contingent right to receive a share of Issuer common stock based upon subsidiary performance against certain pre-established financial metrics for the 2011 performance period.
- (3) Award of time vested restricted stock, which will vest 100% in full on March 6, 2016.

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- This number includes restricted shares which were previously awarded to the reporting person by the Issuer under the Issuer's 2006
- (4) Omnibus Plan. This number has been adjusted to include one additional share which was timely reported on a Form 4, but inadvertently excluded from subsequent Form 4s.

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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