

RACKOFF WILLIAM H  
Form 4  
November 02, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
RACKOFF WILLIAM H

(Last) (First) (Middle)

C/O 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)

11/02/2010

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 23,746  | D  |                                   |
| Common Stock                    | 11/02/2010                           |  | M                              |   | 5,000 A \$ 3.65   | 28,746   | D                                 |
| Common Stock                    | 11/02/2010                           |  | M                              |   | 5,000 A \$ 5.5  | 33,746   | D                                 |
| Common Stock                    | 11/02/2010                           |  | M                              |   | 5,000 A \$ 4.23   | 38,746   | D                                 |
| Common Stock                    | 11/02/2010                           |  | M                              |   | 5,000 A \$ 7.81   | 43,746   | D                                 |

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Common Stock      11/02/2010      M      5,000      A      \$ 8.97      48,746      D

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Buy                              | \$ 3.65  | 11/02/2010                           |  | M                              | 5,000   | 05/09/2001 05/08/2011                                    | Common  | 5,000                         |
| Option to Buy                              | \$ 5.5   | 11/02/2010                           |  | M                              | 5,000   | 05/15/2002 05/14/2012                                    | Common  | 5,000                         |
| Option to Buy                              | \$ 4.23  | 11/02/2010                           |  | M                              | 5,000   | 05/03/2003 05/02/2013                                    | Common  | 5,000                         |
| Option to Buy                              | \$ 7.81  | 11/02/2010                           |  | M                              | 5,000   | 05/26/2004 05/25/2014                                    | Common  | 5,000                         |
| Option to Buy                              | \$ 8.97  | 11/02/2010                           |  | M                              | 5,000   | 05/25/2005 05/24/2015                                    | Common  | 5,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| RACKOFF WILLIAM H<br>C/O L.B. FOSTER COMPANY<br>415 HOLIDAY DRIVE<br>PITTSBURGH, PA 15220 | X             |           |         |       |

## Signatures

/s/ Deborah J. Foster, attorney-in-fact for William H.  
Rackoff

11/02/2010

\_\_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.

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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