

Legion Partners Asset Management, LLC
 Form 4
 May 25, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Legion Partners Asset Management, LLC

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE 705,

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Filing Date
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3)
Call Option <u>(5)</u>	\$ 25	05/23/2018	S				97		05/23/2018	08/17/2018	Common Stock <u>(1)</u>	9,700	\$ 1
Call Option <u>(5)</u>	\$ 25	05/24/2018	S				156		05/24/2018	08/17/2018	Common Stock <u>(1)</u>	15,600	\$ 1
Call Option <u>(5)</u>	\$ 25	05/23/2018	S				9		05/23/2018	08/17/2018	Common Stock <u>(1)</u>	900	\$ 1
Call Option <u>(5)</u>	\$ 25	05/24/2018	S				15		05/24/2018	08/17/2018	Common Stock <u>(1)</u>	1,500	\$ 1
Call Option <u>(5)</u>	\$ 25	05/23/2018	S				28		05/23/2018	08/17/2018	Common Stock <u>(1)</u>	2,800	\$ 1
Call Option <u>(5)</u>	\$ 25	05/24/2018	S				46		05/24/2018	08/17/2018	Common Stock <u>(1)</u>	4,600	\$ 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Legion Partners Asset Management, LLC 9401 WILSHIRE BLVD., SUITE 705 BEVERLY HILLS, CA 90212		X		
Legion Partners, L.P. I 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212				Fund Managed by IA
				Fund Managed by IA

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General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Special II.

(5) Represents an Obligation to sell the equity securities subject to the option.

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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