

Brumbaugh Merry L  
Form 4  
March 05, 2009

**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 \*  
Brumbaugh Merry 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)  
03/03/2009

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)

Vice President-Tubular

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      | Est.<br>401(K)<br>Shares                                          |
| Common<br>Stock                       |                                         |                                                             |                                         | Code V Amount (D) Price                                                    | 2,694                                                                                                              | I                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 437                                                                                                                | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 399 <sup>(1)</sup>                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/03/2009                              |                                                             | A                                       | 754 <sup>(2)</sup> A <sup>(3)</sup>                                        | 754 <sup>(2)</sup>                                                                                                 | D                                                                    |                                                                   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |                 |        |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title  | Amount or Number of Shares |
| Option to Buy                              | \$ 8.01                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 10/22/2005                                                    | 10/21/2014      | Common | 3,250                      |
| Performance Share Units                    | (3)                                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | (3)                                                           | (3)             | Common | (3)                        |
| Performance Share Units                    | (3)                                                    | 03/03/2009                           |                                                    | A                              |                                                                                         | 2,262<br>(5)                                             |     | (3)                                                           | (3)             | Common | (3)                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| Brumbaugh Merry L<br>415 HOLIDAY DRIVE<br>PITTSBURGH, PA 15220 | Vice President-Tubular           |

## Signatures

/s/ Merry L.  
Brumbaugh

03/05/2008

\_\_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 vested and non-voting until March 6, 2012.

(2) Not vested and non-voting until March 4, 2013.

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- (3) Not applicable.
- (4) (0 - 2390 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2008 - 2010, inclusive. Stock awarded shall range from 0 - 2 for each performance share unit.
- (5) (0 - 4524 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2009 - 2011, 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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