

HASSELBUSCH STAN L
 Form 4
 November 01, 2007

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 *
 HASSELBUSCH STAN L

(Last) (First) (Middle)
 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)
 10/30/2007

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)
 President and Chief Executive

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)
				(A) or (D)	Price		
Common Stock	10/30/2007		S	10,000	D \$ 42.7612	37,817	D
Common Stock	10/31/2007		M	15,000	A \$ 5.25	52,817	D
Common Stock	10/31/2007		S	15,000	D \$ 43.123	37,817	D
Common Stock	10/31/2007		M	10,000	A \$ 4.38	48,817	D
Common Stock	10/31/2007		S	10,000	D \$ 43.123	37,817	D

Common Stock	25,065	I	Approximate share equivalent of units in 401(k) trust
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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to Buy	\$ 2.75					02/02/2002 ⁽¹⁾	02/01/2011	Common	20,000
Option to Buy	\$ 3.65					05/09/2002 ⁽²⁾	05/08/2011	Common	30,000
Option to Buy	\$ 4.75					12/12/2002 ⁽³⁾	12/11/2011	Common	50,000
Option to Buy	\$ 5.5					05/15/2002 ⁽⁴⁾	05/14/2012	Common	20,000
Option to Buy	\$ 5.25	10/30/2007		M	10,000	08/13/1998	08/12/2008	Common	10,000
Option to Buy	\$ 4.38	10/31/2007		M	10,000	10/23/1998	10/22/2008	Common	10,000
Option to Buy	\$ 5.25	10/31/2007		M	15,000	08/13/1998	08/12/2008	Common	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HASSELBUSCH STAN L
L.B. FOSTER COMPANY
415 HOLIDAY DRIVE
PITTSBURGH, PA 15220

X

President and Chief Executive

Signatures

Stan L.

Hasselbusch

11/01/2007

**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) 25% becomes exercisable on 2/2/02 and an additional 25% becomes vested on each of the next three anniversaries
- (2) 25% becomes exercisable on 5/9/02 and an additional 25% becomes vested on each of the next three anniversaries
- (3) 25% becomes exercisable on 12/12/02 and an additional 25% becomes vested on each of the next three anniversaries
- (4) 25% becomes exercisable on 5/15/03 and an additional 25% becomes vested on each of the next three anniversaries
- (5) 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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