

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<br>Stock | 25,065 | I | Approximate<br>share<br>equivalent of<br>units in<br>401(k) trust |
|-----------------|--------|---|---|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title                               |        |
| Option<br>to Buy                                    | \$ 2.75  |   |   |                                      |  | 02/02/2002 <sup>(1)</sup>                                      | 02/01/2011  | Common                              | 20,000 |
| Option<br>to Buy                                    | \$ 3.65  |   |   |                                      |  | 05/09/2002 <sup>(2)</sup>                                      | 05/08/2011  | Common                              | 30,000 |
| Option<br>to Buy                                    | \$ 4.75  |   |   |                                      |  | 12/12/2002 <sup>(3)</sup>                                      | 12/11/2011  | Common                              | 50,000 |
| Option<br>to Buy                                    | \$ 5.5   |   |   |                                      |  | 05/15/2002 <sup>(4)</sup>                                      | 05/14/2012  | Common                              | 20,000 |
| Option<br>to Buy                                    | \$ 5.25  | 10/30/2007                              |   | M                                    | 10,000   | 08/13/1998   | 08/12/2008  | Common                              | 10,000 |
| Option<br>to Buy                                    | \$ 4.38  | 10/31/2007                              |   | M                                    | 10,000   | 10/23/1998   | 10/22/2008  | Common                              | 10,000 |
| Option<br>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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