FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* HASSELBUSCH STAN L						2. Issuer Name and Ticker or Trading Symbol FOSTER L B CO FSTR								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
HASSI	LBUSCI	H SIAN L			_ -	<u> </u>			<u>o</u> [10.		J			X Directo				6 Owner		
	(First) (Middle) OSTER COMPANY OLIDAY DRIVE				11	/21/20	003				n/Day/Year)		X Officer (give title Other (specify below) President and Chief Executive							
(Street)	reet) TTSBURGH PA 15220					If Amer /21/2(ent, Date	of Origina	l File	ed (Month/Da		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(S	itate)	(Zip)																	
		Tab	le I - N			_				, Di	-			Ily Owned						
1. Title of	Date				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 ar 5)		(A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Foll Reported	Form: Di (D) or Indoming (I) (Instr.		irect direct	7. Natur Indirect Benefic Owners (Instr. 4	ect eficial ership	
						\perp			Code	/	Amount	(A) or (D)	Price	Transaction (Instr. 3 and						
Common	Stock			11/21/	1/21/2003				M		2,500	A	\$3.56	34,31	.6	D				
Common	Stock			11/21/	2003	_			S		2,500	D	\$6.104	31,81	.6	D	D			
Common Stock														25,636		I		approximate share equivalent to units held in 401(k) trust		
		-	Table II								posed of, convertil								1	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution	(e.g.,		calls	5. No of Deri Seci Acq (A) o Disp of (E	umber ivative urities uired or cosed D) tr. 3, 4		ns,	convertil	7. Title a of Secur Underlyi	urities) nd Amour ities ng re Security	8. Price of Derivative Security	deriva Secur Benef Owne Follov Repor	ities icially d ving rted action(s)	10. Owner Form: Direct or Indi (I) (Insi	ship of B (D) O rect (li	1. Nature of Indirect Beneficial Ownership Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Dee Execution	(e.g.,	4. Transa Code (calls action (Instr.	5. No of Deri Sect Acq (A) o Disp of (E (Inst	umber ivative urities uired or oosed D) tr. 3, 4	6. Date Ex	ns, eercis n Dat n Dat	convertil	7. Title a of Secur Underlyi Derivativ	urities) nd Amour ities ng re Security	t 8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Repor Trans	ative ities icially d ving rted action(s)	Owner Form: Direct or Indi	ship of B (D) O rect (li	of Indirect Beneficial Ownership	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Dee Execution	(e.g.,	4. Transa Code (8)	calls action (Instr.	5. No of Deri Sect Acq (A) o Disp of (E (Inst	umber ivative urities uired oor oosed D) tr. 3, 4	S, Optio 6. Date Ex Expiration (Month/Da	ns, kercii n Dat n Dat n Dat	convertil sable and e ear)	7. Title a of Secur Underlyi Derivativ (Instr. 3 a	nd Amoun or Numbe of Shares	t 8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follow Repor Trans. (Instr.	ative ities icially d ving rted action(s)	Owner Form: Direct or Indi	ship of B (D) O (III tr. 4)	of Indirect Beneficial Ownership	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Dee Execution	(e.g.,	4. Transa Code (8)	calls action (Instr.	5. No of Deri Sect Acq (A) o Disp of (E (Inst	umber ivative urities uired oor oosed D) tr. 3, 4	Date Exercisab	ns, eercisin Date in D	convertilesable and e ear)	7. Title a of Secur Underlyi Derivatii (Instr. 3	Amoun or Numbe of Shares	t 8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Repoi Trans (Instr.	ative ities icially d ving rted action(s) 4)	Owner Form: Direct or Indi (I) (Insi	ship of B (D) O (III tr. 4)	of Indirect Beneficial Ownership	
Option to Buy Option to	Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Dee Execution	(e.g.,	4. Transa Code (8)	calls action (Instr.	5. No of Deri Sect Acq (A) o Disp of (E (Inst	umber ivative urities uired or oosed D) tr. 3, 4 5)	Date Exercisab	ns, ercision Date of D	Expiration Date	7. Title a of Secur Underlyi Derivativ (Instr. 3 i	Amoun or Numbe of Shares	t 8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Repor Trans. (Instr.	titive rities ricially d wing rted action(s) 4)	Owner Form: Direct or Indi (I) (Insi	Ship of B O O Prect tr. 4)	of Indirect Beneficial Ownership	
Option to Buy Option to buy Option to buy	Conversion or Exercise Price of Derivative Security \$5.25	3. Transaction Date	3A. Dee Execution	(e.g.,	4. Transa Code (8)	calls action (Instr.	5. No of Deri Sect Acq (A) o Disp of (E (Inst	umber ivative urities uired or oosed D) tr. 3, 4 5)	Date Exercisab 08/13/19	ns, ercision Date of D	Expiration Date 08/12/2008	7. Title a of Secur Underlyi Derivativ (Instr. 3 i	Amoun or Numbe of Shares	t 8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Repool Trans. (Instr.	titive ities icicially d viving ted action(s) 4)	Owner Form: Direct or Indi (I) (Insi	ship or B (D) (IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	of Indirect Beneficial Ownership	
Option to Buy	Conversion or Exercise Price of Derivative Security \$5.25 \$4.38	3. Transaction Date	3A. Dee Execution	(e.g.,	4. Transa Code (8)	calls action (Instr.	5. No of Deri Sect Acq (A) o Disp of (E (Inst	umber ivative urities uired or oosed D) tr. 3, 4 5)	Date Exercisab 08/13/19 10/23/19	ns, ercition Date of D	Expiration Date 08/12/2008 10/22/2008 02/28/2010	7. Title a of Secur Underlyi Derivativ (Instr. 3 a	Amoun or Numbe of Shares 25,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,000 20,00	t 8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Repoor Trans. (Instr.	titive itities ities icially d viring ted action(s) 4)	Owner Form: Direct or Indi (i) (Insi	ship or B (D) (III (III (III (III (III (III (III	of Indirect Beneficial Ownership	
Option to Buy	\$5.25 \$4.38 \$4.44	3. Transaction Date	3A. Dee Execution	(e.g.,	4. Transa Code (8)	calls action (Instr.	5. No of Deri Sect Acq (A) o Disp of (E (Inst	umber ivative urities uired or oosed D) tr. 3, 4 5)	Date Exercisab 08/13/19 10/23/19 03/01/200 02/02/200	ns, recruis 1 Data 1 Da	Expiration Date 08/12/2008 02/28/2010 02/01/2011	Title Commor Commor	Amoun or Numbe of Shares 25,000 20,000 30,000 30,000	t 8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Replov Trans. (Instr.	titive itities itities icially d viring ted action(s) 4)	Owner Form: Direct or Indi (i) (Insi	ship or B (D) (IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	of Indirect Beneficial Ownership	
Option to Buy	\$5.25 \$4.38 \$4.44 \$2.75	3. Transaction Date	3A. Dee Execution	(e.g.,	4. Transa Code (8)	calls action (Instr.	5. No of Deri Sect Acq (A) o Disp of (E (Inst	with the control of t	Date Exercisab 08/13/19 10/23/19 03/01/200 02/02/200	ns, recreis a particular de la company de la	Expiration Date 08/12/2008 02/28/2010 02/01/2011 05/08/2011	Title Commor Commor	Amoun or Numbe of Shares 25,000 20,000 30,000 50,000 50,000	t 8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follow Repool Trans. (Instr.	titive itities itities icially d viring ted action(s) 4) 5,000 0,000 0,000	Dwner Form: Direct or Indi (i) (Insi	ship or B (D) (IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	of Indirect Beneficial Ownership	

Explanation of Responses:

- 1, 25% becomes exercisable on 3/1/01 and an additional 25% becomes vested on each of the next three anniversaries
- 2.25% becomes exercisable on 2/2/02 and an additional 25% becomes vested on each of the next three anniversaries
- 3.25% becomes exercisable on 5/9/02 and an additional 25% becomes vested on each of the next three anniversaries.
- 4.25% becomes exercisable on 12/12/02 and an additional 25% becomes vested on each of the next three anniversaries.
- 5.25% becomes exercisable on 5/15/03 and an additional 25% becomes vested on each of the next three anniversaries.

Remarks:

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.