FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	3	,	

<u> </u>	OMB A
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:

OMB APPRO	OVAL
OMB Number:	3235-0287
Estimated average burd	en
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) X Director 10% Owner V Officer (give title Other (specify						
	(F STER COM LIDAY DRI	IPANY	(Middle)		11.	/05/20	003				n/Day/Year)	w/Voar)		X 6 Indi	below)	dent a	nd Chie	belo f Finan	w) icial	
(Street)	U RGH P A	A	15220			/06/20		Date	oi Origina	ai mie	eu (Montili)Da	ly/ real)		Line)	Form fil	led by 0	Oup Filling One Repo	orting Pe	erson	
(City)	(S	tate)	(Zip)												Person					
		Tab	le I - N	on-Deri	vativ	e Sec	curitie	s Ac	quired	, Di	sposed o	f, or Be	nefici	ially	Owned					
1. Title of Security (Instr. 3) 2. Transactic Date (Month/Day/					Execution Date			3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a 5)					Form: D y (D) or In		Direct Indi ndirect Ben r. 4) Own		Nature of lirect neficial nership str. 4)	
									Code	V	Amount	(A) or (D)	Price		ransaction(nstr. 3 and			ightharpoonup		
Common	Stock			11/05/	/2003	_			M		17,800	A	\$3.82	_	44,616	5	D	\dashv		
Common	Stock			11/05/	/2003	\bot			S		12,800	D	\$6.21	1	31,816	5	D			
Common	Stock														25,636	5	I		share equiv	valent nits held 01(k)
																			uust	
		-	Table II								posed of, convertil				Owned				uust	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution	(e.g.,		calls		nber tive ties red sed 3, 4		ns, xerci:	convertibes		urities Id Amou ties Ig E Securi	unt 8	Dwned B. Price of Derivative Security (Instr. 5)	9. Num deriva Securi Benefi Owned Follow Report Transa (Instr.	tive ities icially d ving ted action(s)	10. Owners Form: Direct (or Indir (l) (Insti	ship D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deer Execution	(e.g., med on Date,	puts, 4. Transa Code (calls	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.:	nber tive ties red sed 3, 4	6. Date Ex Expiration	xercis n Dat ay/Ye	convertibes	7. Title ar of Securi Underlyir Derivative	urities Id Amou ties Ig E Securi	unt 8 E S (litty (litty)	B. Price of Derivative Security	derivat Securi Benefi Owned Follow Report Transa	tive ities icially d ving ted action(s)	10. Owners Form: Direct (ship D) ect	11. Nature of Indirect Beneficial Ownership
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deer Execution	(e.g., med on Date,	puts, 4. Transa Code (8)	calls action lnstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	nber tive ties red sed 3, 4	6. Date Ex Expiration (Month/Da	ens, kercis n Dat ay/Ye	convertible sable and e e ar)	7. Title ar of Securi Underlyir Derivativ (Instr. 3 a	Amou or Numb of	unt 8 E S (little little littl	B. Price of Derivative Security	deriva Securi Benefi Ownec Follow Report Transa (Instr.	tive ities icially d ving ted action(s)	10. Owners Form: Direct (ship D) ect	11. Nature of Indirect Beneficial Ownership
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Option to Buy Option to	Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Deer Execution	(e.g., med on Date,	puts, 4. Transa Code (8)	calls action lnstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	rants hber tive ties ed sed (D)	Date Exercisal	ens, exercision Data ay/Ye	Expiration Date 08/12/2008	7. Title ar of Securi Underlyin Derivative (Instr. 3 a	Amou or Numb of Share	unt 8 E E E E E E E E E E E E E E E E E E	B. Price of Derivative Security	derivat Securi Benefi Owned Follow Report Transa (Instr	tive tites cically di ming ted action(s) 4)	10. Owners Form: Direct () or Indir (i) (Insti	ship D) ect	11. Nature of Indirect Beneficial Ownership
Option to Buy Option to Option to	Conversion or Exercise Price of Derivative Security \$5.25	3. Transaction Date	3A. Deer Execution	(e.g., med on Date,	puts, 4. Transa Code (8)	calls action lnstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	rants hber titive ties seed seed (D)	Date Exercisal: 08/13/19	ens, exercise n Data n	Expiration Date 08/12/2008	7. Title ar of Securi Underlyin Derivative (Instr. 3 a	Amou or Numb of Share 25,00	unt B E E E E E E E E E E E E E E E E E E	B. Price of Derivative Security	derivat Securi Benefi Owned Follow Report Transa (Instr	tive tities cially a ving ted action(s) 4)	10. Owners Form: Direct (or Indir (i) (Instr	ship D) ect	11. Nature of Indirect Beneficial Ownership
Option to Buy Option to Buy Option to Buy Option to Buy	conversion or Exercise Price of Derivative Security \$5.25 \$4.38	3. Transaction Date	3A. Deer Execution	(e.g., med on Date,	puts, 4. Transa Code (8)	calls action lnstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	rants hber tive tites ed sed (D)	Date Exercisal: 08/13/19 03/01/200	bons, exercision Data ay/Ye	Expiration Date 08/12/2008 10/22/2008 02/28/2010	7. Title ar of Securi Underlyin Derivative (Instr. 3 a Title	Amou or Numb of Share 25,00	int seer ses see see see see see see see se	B. Price of Derivative Security	deriva: Securi Benefi Ownee Report Transa (Instr.	tive titives tities cially of the cially of	D D D	ship D) ect	11. Nature of Indirect Beneficial Ownership
Option to Buy	\$5.25 \$4.38 \$4.44	3. Transaction Date	3A. Deer Execution	(e.g., med on Date,	puts, 4. Transa Code (8)	calls action lnstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	rants hber tive tities ed sed (D)	Date Exercisal: 08/13/19 03/01/200 02/02/200	pns, xercisis n Data n	Expiration Date 10/22/2008 02/28/2010 02/01/2011	7. Title ar of Securi Underlyir Derivative (Instr. 3 a Title Common Common Common	Amou or Numb of Share 25,00	Section Sect	B. Price of Derivative Security	deriva: Securi Securi Benefi Owner Report Transa (Instr.	tive titives titles cially of the cially of	D D D D	ship D) ect	11. Nature of Indirect Beneficial Ownership
Option to Buy	\$5.25 \$4.38 \$4.44 \$2.75	3. Transaction Date	3A. Deer Execution	(e.g., med on Date,	puts, 4. Transa Code (8)	calls action lnstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	rants hber tive tive tives ted sed (D)	Date Expiration (Month/Di	pns, exercisis n Data n	Expiration Date 08/12/2008 10/22/2008 02/28/2010 02/01/2011	7. Title ar of Securi Underlyir Unde	Amou or Numb of Share 25,00 20,00 30,00	Section Sect	B. Price of Derivative Security	deriva: Securi Securi Benefi Owner Report Transa (Instr. 25 20 30	tive titives tities cially of the cially of	D D D D D D	ship D) ect	11. Nature 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.