FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

UNID APPRI	JVAL
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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).

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

												JI 1340										
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 X Officer (give title Other (specify below) President and Chief Financial						
(Last) (First) (Middle) L.B. FOSTER COMPANY 415 HOLIDAY DRIVE							3. Date of Earliest Transaction (Month/Day/Year) 11/05/2003															
(Ctt)					- 4. ∣	If Ame	ndme	nt, Date o	of Origin	al File	d (Month/Day	//Year)		i. Indiv .ine)	vidual or Jo	oint/Gro	up Filing	(Check	Applic	cable		
(Street) PITTSBURGH PA 15220													X Form filed by One Reporting Person Form filed by More than One Reporting									
(City)	(S	tate)	(Zip)												Person							
		Tal	ble I - N	lon-Deri	ivativ	e Se	curi	ties Ac	quire	d, Di	sposed o	f, or Bei	nefici	ally	Owned							
1. Title of	Security (Ins	tr. 3)		2. Transa Date (Month/D		tion 2A. Exe		A. Deemed Execution Date, f any Month/Day/Year)		ction Instr.	4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 5)			Si B	5. Amount of Securities Beneficially Owned Following Reported		6. Owners Form: Dire (D) or Indi (I) (Instr. 4		Indired Benefi	neficial vnership		
									Code	v	Amount	(A) or (D)	Price	Tr	ransaction(nstr. 3 and				(111541.	,		
Common	Stock			11/05/	/2003				M		17,800	A	\$3.82	2	49,610	6	D					
Common	Stock			11/05/	/2003				S		12,800	D	\$6.21	1	36,810	6	D					
Common	Stock														25,630	6	I		share equiv	valent its held 11(k)		
			Table II								posed of, convertib				wned							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g.,		call:	5. N of Deri Sec Acq (A) o Disp of (I	umber vative urities uired	s, opti	ONS, Exerci	convertibes sable and te		d Amou ties g Securi	unt 8	Owned 3. Price of Derivative Security (Instr. 5)	9. Num derivat Securir Benefi Owned Follow Report Transa (Instr. 4	tive ties cially d ving ted action(s)	10. Owners Form: Direct (i or Indir (I) (Insti	ship D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deen Executio if any	(e.g.,	4. Transa Code (call:	5. N of Deri Sec Acq (A) o Disp of (I	umber vative urities uired or oosed O) (Instr.	6. Date Expirat	ONS, Exerci	convertibes sable and te	7. Title an of Securit Underlyin Derivative	d Amou des Securi e Securi nd 4)	unt 8 5 sity (1	3. Price of Derivative Security	derivat Securi Benefi Owned Follow Report Transa	tive ties cially d ving ted action(s)	Owners Form: Direct (or Indire	ship D) ect	of Indirect Beneficial Ownership		
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deen Executio if any	(e.g.,	4. Transa Code (action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Expirati (Month/	ONS, Exerci ion Da Day/Yo	convertibes sable and te	7. Title an of Securit Underlyin Derivative	d Amou ties g e Securi nd 4)	unt 8 E S	3. Price of Derivative Security	derivat Securi Benefi Owned Follow Report Transa	tive ties cially d ving ted action(s)	Owners Form: Direct (or Indire	ship D) ect	of Indirect Beneficial Ownership		
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deen Executio if any	(e.g.,	4. Transa Code (8)	action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed O) (Instr.	6. Date Expirati (Month/	ONS, Exerci ion Da /Day/Yo	convertible sable and te ear) Expiration	7. Title an of Securit Underlyin Derivative (Instr. 3 a	d Amou	unt 8 E S	3. Price of Derivative Security	derivat Securi Benefi Owned Follow Report Transa (Instr. 4	tive ties cially d ving ted action(s)	Owners Form: Direct (or Indire	ship D) ect	of Indirect Beneficial Ownership		
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g.,	puts, 4. Transa Code (8)	action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Expirati (Month/	exercion Day/You	convertible sable and te te te te te te te to	7. Title an of Securit Underlyin Derivative (Instr. 3 a	d Amou ities ig e Securi and 4) Amou or Numb of Share	unt 8 Esty (l	3. Price of Derivative Security Instr. 5)	derivat Securi Benefi Owned Follow Report Transa (Instr. 4	tive ties cially d d ting ted action(s) 4)	Owners Form: Direct (or Indir (I) (Insti	ship D) ect	of Indirect Beneficial Ownership		
Option to Buy Option to	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g.,	puts, 4. Transa Code (8)	action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)	Date Exercis	exercion Da Day/You	Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 a	Amou or Numb of Share	lint 8 C S S S S S S S S S S S S S S S S S S	3. Price of Derivative Security Instr. 5)	derivat Securi Benefi Owned Follow Report Transa (Instr. 4	tive tites cially di ming ted action(s) 4)	Owners Form: Direct (i or Indiri (i) (Insti	ship D) ect	of Indirect Beneficial Ownership		
Option to Buy Option to Buy Option to Buy	Conversion or Exercise Price of Derivative Security \$3.82	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g.,	puts, 4. Transa Code (8)	action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)	Date Exercis	exercic ion Day/Your able 1993 1994 1998	Expiration Date 12/14/2003 07/21/2004	7. Title an of Securit Underlyin Derivative (Instr. 3 a Title Common Option to Buy	Amou or Numb of Share 17,80	unt 8 E E E E E E E E E E E E E E E E E E	3. Price of Derivative Security Instr. 5)	derivat Securi Benefi Owned Follow Report Transa (Instr. 4	tive tites cially di ming teed action(s) 4)	Owners Form: Direct (I) or Indir (I) (Insti	ship D) ect	of Indirect Beneficial Ownership		
Option to Buy	Conversion or Exercise Price of Derivative Security \$3.82 \$3.56	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g.,	puts, 4. Transa Code (8)	action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)	Date Exercis 12/15/ 07/22/	able 11993 11994	Expiration Date 12/14/2003 07/21/2004 08/12/2008	7. Title an of Securit Underlyin Derivative (Instr. 3 a Title Common Option to Buy	Amou or Numb of Share 17,80 25,00 25,00	unt 8 E E E E E E E E E E E E E E E E E E	3. Price of Derivative Security Instr. 5)	derivat Securir Benefi Owned Follow Report Transa (Instr. 4	tive tites cially diving ted (sction(s) 4)	Owners Form: Direct (or Indir (I) (Insti	ship D) ect	of Indirect Beneficial Ownership		
Option to Buy	\$3.82 \$3.56 \$5.25	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g.,	puts, 4. Transa Code (8)	action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)	Date Exercis 12/15/ 07/22/ 08/13/	ons, Exercic ion Da IDay/Yo able 1993 1994 1998 1998	Expiration Date 12/14/2003 07/21/2004 08/12/2008 10/22/2008	7. Title an of Securit Underlyin Derivative (Instr. 3 a Title Common Option to Buy	Amou or Numb of Share 17,80 25,00 25,00	unt SE	3. Price of Derivative Security Instr. 5)	derivat Securir Benefi Owned Follow Report Transa (Instr. 4	tive tites tites cially distributed for the cially distributed for the cial for the	Owners Form: Direct (or Indir (I) (Insti	ship D) ect	of Indirect Beneficial Ownership		
Option to Buy	\$3.82 \$3.56 \$5.25 \$4.38	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g.,	puts, 4. Transa Code (8)	action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or coosed o) (Instr. and 5)	Date Exercis 12/15/ 07/22/ 08/13/ 03/01/20	able 1993 1994 1998 1001(1)	Expiration Date 12/14/2003 07/21/2004 08/12/2008 10/22/2008	7. Title an of Securit Underlyin Derivative (Instr. 3 a Title Common Option to Buy Common Common	Amou or Numb of Share 17,80 25,00 25,00 50,00)	3. Price of Derivative Security Instr. 5)	derivat Securir Benefi Owned Follow Report Transa (Instr. 4	tive tites tites cially distributed section(s) 4)	Owners Form: Direct (or Indir () (Institute of the content of t	ship D) ect	of Indirect Beneficial Ownership		
Option to Buy	\$3.82 \$3.56 \$5.25 \$4.38 \$2.75	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any	(e.g.,	puts, 4. Transa Code (8)	action Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or coosed o) (Instr. and 5)	Date Exercis 12/15/ 07/22/ 08/13/ 10/23/ 03/01/2	able 1993 1994 1998 1998 1002 ⁽²⁾ 1002 ⁽³⁾	Expiration Date 12/14/2003 07/21/2004 08/12/2008 10/22/2008 02/28/2010 02/01/2011	7. Title an of Securit Underlyin Derivative (Instr. 3 a Title Common Option to Buy Common Com	Amou or Numb of Share 17,80 25,00 25,00 20,00))))	3. Price of Derivative Security Instr. 5)	derivat Securir Benefi Owned Follow Report Transa (Instr. 4	tive tites tites cially a minus ted action(s) 4) 0 ,000 ,000 ,000 ,000 ,000 ,000	Owners Form: Direct (or Indir () (Insti	ship D) ect	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:

** Signature of Reporting Person

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.