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]								Relationship of Reporting Person(s) to Issuer (Check all applicable)							
				_ -	FOTERED CO [FOIR]								X Director 10% Owner							
	•	(First) (Middle) COMPANY Y DRIVE			11	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2003								X Officer (give title Other (specify below) President and Chief Financial						
(Street)	Street) PITTSBURGH PA 15220			- 4. I -	4. If Amendment, Date of Original Filed (Month/Day/Year)								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	tate)	(Zip)																	
		Tab	ole I - N			_				l, Di	-			lly Owned						
Dat			Date	. Transaction ate Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed (Code (Instr. 5)		es Acquired (A) or Of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
									Code	V	Amount	(A) or (D)	Price	Transaction (Instr. 3 and						
Common Stock 11/13/2				2003	:003					5,300	A	\$3.56	42,116		D					
Common	ommon Stock 11/13/2 ommon Stock 11/13/2		2003				S		5,300	D	\$6.1	36,81	6	D						
Common Stock												25,636		I		approximate share equivalent to units held in 401(k) trust				
		٦	Table II								posed of, convertil			y Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	Conversion Date or Exercise (Month/Day/Year) Price of Derivative		3A. Deemed Execution Date, if any (Month/Day/Year)		ation	tion of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4)		Derivative Security (Instr. 5) Bene Follor Repo		rities Form Directed (I) (Instant)		Beneficial Ownership lirect (Instr. 4)		
	Security	(Month/Day/Year)		·	Code (8)		Deri Sec Acq (A) (Disp of (I	vative urities uired or oosed O) tr. 3, 4		n Dat	e	Underlyir Derivativ	ties ng e Security	Derivative Security	deriva Securi Benefi Owned Follow Repor	itive ities icially d ving ted action(s)	Owner: Form: Direct or Indi (I) (Inst	ship c (D) C rect (1	of Indirect Beneficial Ownership	
		(Monthi <i>D</i> ay/Year)		·	Code (8)		Deri Sec Acq (A) o Disp of (I (Insi and	vative urities uired oosed D) tr. 3, 4		n Dat	e	Underlyir Derivativ	ties ng e Security	Derivative Security (Instr. 5)	deriva Securi Benefi Owned Follow Repor Transa	itive ities icially d ving ted action(s)	Owner Form: Direct or Indi	ship c (D) C rect (1	of Indirect Beneficial Ownership	
Option to Buy		(Monthi <i>D</i> ay/Year)		·	Code (8)	Instr.	Deri Sec Acq (A) o Disp of (I (Insi and	vative urities uired oosed O) tr. 3, 4	(Month/D	n Dat	e ar)	Underlyir Derivative (Instr. 3 a	Amount or Number of	Derivative Security (Instr. 5)	deriva Securi Benefi Owner Follow Repor Transa (Instr.	itive ities icially d ving ted action(s)	Owner Form: Direct or Indi	ship of E	of Indirect Beneficial Ownership	
	Security	(Monthi <i>D</i> ay/Year)		·	Code (8)	Instr.	Deri Sec Acq (A) o Disp of (I (Insi and	vative urities uired oosed O) tr. 3, 4	(Month/D	ble	e ar) Expiration Date	Underlyir Derivativ (Instr. 3 a	Amount or Number of Shares	Derivative Security (Instr. 5)	deriva Securi Benefi Ownee Follow Repor Transa (Instr.	titive itites icially d ving ted action(s) 4)	Owner Form: Direct or Indii (I) (Insi	(D) (U) (U) (U) (U) (U) (U) (U) (U) (U) (U	of Indirect Beneficial Ownership	
Buy Option to	\$5.25	(Monthi <i>D</i> ay/Year)		·	Code (8)	Instr.	Deri Sec Acq (A) o Disp of (I (Insi and	(vative urities uired or oosed or oosed or oosed or oosed or oo oosed or oo	Date Exercisal	n Dat ay/Ye	Expiration Date 08/12/2008	Underlyir Derivative (Instr. 3 a	Amount or Number of Shares	Derivative Security (Instr. 5)	deriva Securi Benefi Owned Follow Repor Transs (Instr.	titive lities icically d wing ted action(s) 4)	Owner: Form: Direct or Indii (I) (Inst	ship (D) (C) (I) (I) (I) (I) (I) (I) (I) (I) (I) (I	of Indirect Beneficial Ownership	
Option to Buy Option to	\$5.25 \$4.38	(Monthi <i>D</i> ay/Year)		·	Code (8)	Instr.	Deri Sec Acq (A) o Disp of (I (Insi and	vative urities uired or oosed or oosed or oosed or oosed (D)	Date Exercisal 08/13/19	n Dat ay/Ye	Expiration Date 08/12/2008 10/22/2008	Underlyin Derivative (Instr. 3 a	Amount or Number of Shares 25,000	Derivative Security (Instr. 5)	deriva Securi Benefi Ownee Follow Repor Transa (Instr.	titive itities ities ities ities ities ities ities ities de civil ities ities de civil ities ities de civil ities ities de civil ities iti	Owners Form: Direct or India (I) (Inst	ship GE (D) rect (I	of Indirect Beneficial Ownership	
Option to Buy Option to Buy Option to Buy Option to	\$5.25 \$4.38 \$4.44	(MONTINIDAY/YEAR)		·	Code (8)	Instr.	Deri Sec Acq (A) o Disp of (I (Insi and	vative urities uired or oosed or oosed or oosed or oosed (D)	Date Exercisal 08/13/19 10/23/19 03/01/200	n Dat ay/Ye	Expiration Date 08/12/2008 10/22/2008 02/28/2010	Underlyin Derivative (Instr. 3 a Title Common Common	Amount or Number of Shares 25,000 50,000	Derivative Security (Instr. 5)	deriva Securi Benefi Ownee Follow Repor Transa (Instr.	titive itities icially d viring ted action(s) 4)	Owner. Form: Direct or Indii (i) (Insi	ship GE (D) rect (I	of Indirect Beneficial Ownership	
Buy Option to	\$5.25 \$4.38 \$4.44 \$2.75	(MONTINIDAY/YEAR)		·	Code (8)	Instr.	Deri Sec Acq (A) o Disp of (I (Insi and	(D)	Date Exercisal 08/13/19 10/23/19 03/01/200 02/02/200	n Dat ay/Ye	Expiration Date 08/12/2008 10/22/2008 02/28/2010 02/01/2011	Title Common Common	Amount or Number of Shares 25,000 20,000 20,000	Derivative Security (Instr. 5)	deriva Securi Benefi Ownee Follow Repor Transa (Instr.	titive ititive ititives ititiv	Owner. Form: Direct or Indii (i) (Insi	ship GE (D) rect (I	of Indirect Beneficial Ownership	
Buy Option to Buy	\$5.25 \$4.38 \$4.44 \$2.75 \$3.65	(MONTINIDAY/YEAR)		·	Code (8)	Instr.	Deri Sec Acq (A) o Disp of (I (Insi and	(D)	Date Exercisal 08/13/19 10/23/19 03/01/200 02/02/200 05/09/200	n Dat ay/Ye	Expiration Date 08/12/2008 10/22/2008 02/28/2010 02/01/2011 05/08/2011	Title Common Common Common	Amount or Number of Shares 25,000 20,000 30,000	Derivative Security (Instr. 5)	deriva Securi Benefi Ownee Follow Repor Transa (Instr.	titive ititive ititives ititiv	Dwner. Form: Direct or Indii (i) (Insi	ship CE E (D) rect (I tr. 4)	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.