FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ı	OMB APPRO	VAL
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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

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						
	ast) (First) (Middle) B. FOSTER COMPANY 5 HOLIDAY DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 11/20/2003									X Officer (give title Other (specify below) President and Chief Executive						
(Street)	Street) PITTSBURGH PA 15220				f Amer /20/20		t, 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									
(City)	ty) (State) (Zip)											Person									
		Tab	le I - N	on-Deri	vativ	e Sec	uriti	es Ac	quired,	, Di	sposed o	f, or Be	enefic	iall	y Owned	l					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D						Exe) if an	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)								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			11/20/	2003				М		700	A	\$3.50	6	32,510	6	D				
Common	Stock			11/20/	2003	_			S		700	D	\$6.1	1	31,81	6	D				
Common	Stock														25,636 I sha equ to u in 4				share equiv	ivalent nits held 01(k)	
		٦	Гable II								posed of, convertil				Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Execution if any	xecution Date, any		4. Transaction Code (Instr. 8)		n of		6. Date Exercisab Expiration Date (Month/Day/Year)		of Securities		Derivative Security				10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		11. Nature of Indirect Beneficial		
					·		Secu Acqu (A) o Dispo of (D) (Insti	rities lired r osed)	(Month/Da			Derivativ	e Securi	ity	Security	Benefi Owned Follow Repor Transa	icially d ving ted action(s)	Direct or Indi	rect	Ownership (Instr. 4)	
					Code	v	Secu Acqu (A) o Dispo of (D) (Insti	rities ired r osed) : 3, 4	(Month/Da Date Exercisab	iy/Ye		Derivativ	e Securi	unt	Security	Benefi Owned Follow Repor Transa	icially d ving ted action(s)	Direct or Indi	rect	Ownership	
	\$5.25					v	Secu Acqu (A) o Dispo of (D (Insti and 5	rities ired r osed) : 3, 4	Date	le le	Expiration	Derivativ (Instr. 3 a	Amou or Numb of Share	unt per	Security	Benefi Owned Follow Repor Transa (Instr.	icially d ving ted action(s)	Direct or Indi	rect tr. 4)	Ownership	
Buy Option to	\$5.25 \$4.38					v	Secu Acqu (A) o Dispo of (D (Insti and 5	rities ired r osed) : 3, 4	Date Exercisabl	lle	expiration Date	Derivativ (Instr. 3 a	Amou or Numb of Share	unt ber es	Security	Benefi Owned Follow Repor Transa (Instr.	icially d ving ted action(s) 4)	Direct or Indi (I) (Ins	rect tr. 4)	Ownership	
Buy Option to Buy						v	Secu Acqu (A) o Dispo of (D (Insti and 5	rities ired r rosed) 3, 4 si)	Date Exercisabl	le 98	Expiration Date 08/12/2008	Derivativ (Instr. 3 a	Amou or Numb of Share 25,00	unt oer es	Security	Benefi Owned Follow Repor Transa (Instr.	icially diving ted action(s) 4)	Direct or Indi (I) (Insi	rect tr. 4)	Ownership	
Option to Buy	\$4.38					v	Secu Acqu (A) o Dispo of (D (Insti and 5	rities tired r posed) . 3, 4 si)	Date Exercisabl 08/13/199 10/23/199	le 98 98 1(1)	Expiration Date 08/12/2008	Derivativ (Instr. 3 a	Amou or Numb of Share 25,00	unt ber es 00 00 00	Security	Benefi Owned Follow Repor Transa (Instr.	icially diving ted action(s) 4)	Direct or Indi (I) (Insi	rect tr. 4)	Ownership	
Option to Buy Option to Buy Option to Buy	\$4.38 \$4.44					v	Secu Acqu (A) o Dispo of (D (Insti and 5	rities tired r posed) . 3, 4 si)	Date Exercisable 08/13/199 10/23/199 03/01/2001	le 98 1(1) 2(2)	Expiration Date 08/12/2008 10/22/2008 02/28/2010	Title Common Common	Amour or Numb of Share 25,00 20,00 20,00	00 00 00	Security	Benefi Owner Follow Repor Transa (Instr.	icially diving ted action(s) 4)	Direct or Indi (I) (Ins:	rect tr. 4)	Ownership	
Buy Option to	\$4.38 \$4.44 \$2.75					V	Secu Acqu (A) o Dispo of (D (Insti and 5	rities tired r posed) 3, 4 b)	Date Exercisable 08/13/199 10/23/199 03/01/2001 02/02/2002	le 98 98 1(1) (2)(2)(3)	Expiration Date 08/12/2008 10/22/2008 02/28/2010 02/01/2011	Title Common Common	Amou or Numb of Share 25,00 20,00 30,00	unt per 95 00 00 00 00 00 00 00 00 00 00 00 00 00	Security	Benefi Owner Follow Repor Transa (Instr.	icially diving ted action(s) 4)	Direct or Indi (I) (Insi	rect tr. 4)	Ownership	
Buy Option to Buy	\$4.38 \$4.44 \$2.75 \$3.65					V	Secu Acqu (A) o Dispo of (D (Insti and 5	rities tired r sosed) 3, 4 5)	Date Exercisabl 08/13/199 10/23/199 03/01/2001 02/02/2002 05/09/2002	le 98 1(1) (2(2) (2(3) (2(4) (4) (4) (4) (4) (4) (4) (4) (4) (4)	Expiration Date 08/12/2008 10/22/2008 02/28/2010 02/01/2011 05/08/2011	Title Common Common Common	Amour or Numb of Share 25,00 20,00 30,00 50,00	00 00 00 00 00	Security	Benefi Owner Follow Repor Transa (Instr.	cicially diving ted action(s) 4)	Direct or Indi (I) (Insi	rect (tr. 4)	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.

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