FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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	ELBUSCI	H STAN L			_ -	<u> </u>		пр С	<u>o</u> [151.					X Directo				6 Owne	
	(F STER COM LIDAY DRI	(First) (Middle) MPANY RIVE				Date of Earliest Transaction (Month/Day/Year) 11/13/2003 4. If Amendment, Date of Original Filed (Month/Day/Year)							X Officer (give title Other (specify below) President and Chief Financial						
(Street) PITTSBURGH PA 15220					If Amei /13/2(nt, Date (of Original	File	d (Month/Da	uy/Year)	6. Lir	ne) X Form f Form f	iled by	One Repo	orting Pe	erson		
(City)	(S	tate)	(Zip)											. 0.00.					
		Tab	ole I - N			_				Dis				lly Owned					
1. Title of \$	Security (Inst	tr. 3)		2. Transa Date (Month/D		Exe r) if a	ny	ned n Date, Day/Year)	3. Transaction Code (Ins		4. Securities Disposed O 5)	f (D) (Instr	(A) or 3, 4 and	5. Amount of Securities Beneficially Owned Follor Reported	Int of es (D) or Indirect (D)				
									Code V		Amount	(A) or (D)	Price	Transaction (Instr. 3 and	(s) 4)				
Common	Stock			11/13/	/2003	\perp			M		5,300	A	\$3.56	\$ 3.56 3 7,116		D	D		
				11/13/	/2003	\bot			S		5,300	D	\$6.1	31,81	31,816		D		
Common	Stock													25,63	President and Chief Financial al or Joint/Group Filing (Check Applicable orm filed by One Reporting Person orm filed by More than One Reporting Person med function of Lies (D) or Indirect				
		-	Table II	- Deriv	ative	C	:4: .		:		ocod of	or Ren	oficially						
			iabic ii								convertib			y Owned					
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	5. No of Deri Seci Acq (A) o Disp of (E	umber ivative urities uired or cosed D) tr. 3, 4		rcis	able and	7. Title ar of Securi Underlyin	urities) and Amount ties ang e Security	8. Price of Derivative Security	deriva Secur Benef Owner Follov Repor	ative rities ficially ed wing rted action(s)	Owner: Form:	ship c (D) (C) rect (of Indirect
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 (Instr.	5. No of Deri Seci Acq (A) o Disp of (E (Inst	umber ivative urities uired oor oosed D) tr. 3, 4	6. Date Exe	rcisa Date	able and	7. Title ar of Securi Underlyin Derivativ	urities) and Amount ties ang e Security	8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owner Follov Repor Transa	ative rities ficially ed wing rted action(s)	Owner Form: Direct or Indi	ship c (D) (C) rect (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 (Instr.	5. No of Deri Seci Acq (A) o Disp of (E (Inst	umber ivative urities uired or oosed D) tr. 3, 4 5)	Date Exercisable 08/13/1998	rciss, Onto the control of the contr	able and	7. Title ar of Securi Underlyin Derivativ (Instr. 3 a	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Repor Trans; (Instr.	ative rities ficially d wing rted action(s) 4)	Owner: Form: Direct or Indii (I) (Inst	ship C (D) C rect (tr. 4)	of Indirect Beneficial Ownership
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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 (Instr.	5. No of Deri Seci Acq (A) o Disp of (E (Inst	umber ivative urities uired or oosed D) tr. 3, 4 5)	Date Exercisable 08/13/1998	rcisa Date d/Yea	Expiration Date 10/22/2008 10/22/2008	7. Title ar of Securi Underlyin Derivativ (Instr. 3 a Title	Amount or Number of Shares 25,000 25,000	8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Reliov Trans: (Instr.	ative rities ficially d wing rted action(s) 4)	Owner. Form: Direct or Indii (i) (Insi	ship CE E (D) rect (tr. 4)	of Indirect Beneficial Ownership
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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 (Instr.	5. No of Deri Seci Acq (A) o Disp of (E (Inst	ivative urities uired or coosed or coosed or coosed (D)	Date Exercisable 08/13/1998 03/01/2001 02/02/2002 05/09/2002	rcisson and a second a second and a second a	Expiration Date 08/12/2008 02/28/2010 02/01/2011 05/08/2011	Title Common Common Common	Amount or Number of Shares 25,000 20,000 30,000	8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Repor Trans: (Instr.	titive rities ficially d wing reed action(s) 4)	Dwner. Form: Direct or Indii (i) (Insi	ship CE E (D) rect (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:

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.