FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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ton, D.C. 20549	OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Name and Address of Reporting Person* Brumbaugh Merry L						2. Issuer Name and Ticker or Trading Symbol FOSTER L B CO [FSTR]								eck all application	or		10% Ow	ner	
(Last) 415 HOLI	(Fir	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/03/2009									below)	Officer (give title Other (specify below) Vice President-Tubular				
(Street) PITTSBU	RGH PA	. 1	5220		4. If Amendment, Date of Original F					d Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(Sta		Zip)																
		Tab	le I - Nor	ı-Deriv	vative	e Se	curities	Acq	juired,	Dis	posed of	, or Ben	eficiall	y Owned					
		2. Transaction Date (Month/Day/Year)		ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)		Beneficia Owned Fo	s lly ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount	nt (A) or Pi		Transacti	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
Common Stock											2,6	2,694		I	Est. 401(K) Shares				
Common Stock												43	37		D				
Common Stock											399(1)			D					
Common Stock 03/0			3/2009			A		754 ⁽²⁾	A	A (3)		754 ⁽²⁾		D					
		٦									osed of, o			Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deeme Execution if any (Month/Day	Date, Transa Code (I			tion Derivative		6. Date E Expiratio (Month/I	on Da		7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownershi (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	ion(s)			
Option to Buy	\$8.01								10/22/20	005	10/21/2014	Common	3,250		3,25	0	D		
Performance Share Units	(3)								(3)	(3)		Common	(3)		1,195 ⁽⁴⁾		D		
Performance	(3)	02/02/2000			Δ.		2.000(5)		(3)		(3)	C	(3)	(3)	2.262	(5)			

Explanation of Responses:

- 1. Not vested and non-voting until March 6, 2012.
- 2. Not vested and non-voting until March 4, 2013.
- 3. Not applicable.
- 4. (0 2390 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2008 2010, inclusive. Stock awarded shall range from 0 2 for each performance share unit.
- 5. (0 4524 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2009 2011, inclusive. Stock awarded shall range from 0 2 for each performance share unit.

Remarks:

/s/ Merry L. Brumbaugh ** Signature of Reporting Person 03/05/2008

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.