SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

 VUKMANIC DONALD F

 (Last) (First) (Middle)

 L.B. FOSTER COMPANY

 415 HOLIDAY DRIVE

 (Street)

 PITTSBURGH   PA   15220

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 FOSTER L B CO [FSTR]

 3. Date of Earliest Transaction (Month/Day/Year)
 04/21/2004

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director   10% Owner
 X   Officer (give title below)   Other (specify below)

 V.P. - Piling Products

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X   Form filed by One Reporting Person
    Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	04/21/2004		M		5,000	A	$3.56	30,232	D	
Common Stock								3,890	I	401(k) trust estimate

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Buy	$4.875							07/30/1995	07/29/2005	Common	10,000		10,000	D	
Option to Buy	$3.563							08/03/2000[1]	08/02/2010	Common	10,000		10,000	D	
Option to Buy	$2.75							02/02/2001[2]	02/01/2011	Common	4,000		4,000	D	
Option to Buy	$3.65							05/09/2001[3]	05/08/2011	Common	6,000		6,000	D	
Option to Buy	$3.56	04/21/2004		M			5,000	07/22/1994	07/21/2004	Common	5,000	$3.56	0	D	

Explanation of Responses:

1. 25% became vested on 8/3/01 and an additional 25% becomes vested on each of the next three anniversaries.

2. 25% became vested on 2/2/02 and an additional 25% becomes vested on eaach of the next three anniversaries.

3. 25% became vested on 5/9/02 and an additional 25% becomes vested on each of the next three anniversaries.

Remarks:

Donald F. Vukmanic   04/21/2004

** 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.