

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Vizi Bradley</u><br><br>(Last) (First) (Middle)<br>9401 WILSHIRE BOULEVARD<br>SUITE 705<br><br>(Street)<br>BEVERLY CA 90212<br>HILLS<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br>FOSTER L B CO [ FSTR ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/25/2016        |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

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                    | 05/25/2016                           |  | A                              |   | 6,516   | A          | (4)   | 6,916   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 318,861   | I <sup>(3)</sup>   | By: Legion Partners Special Opportunities, L.P. II    |
| Common Stock                    |                                      |  |                                |   |   |            |       | 559,919   | I <sup>(1)</sup>   | By: Legion Partners, L.P. I                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 108,856   | I <sup>(2)</sup>   | By: Legion Partners, L.P. II                          |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  |                                | Code   | V   |  |                 | Title   | Amount or Number of Shares                 |  |   |  |

Explanation of Responses:

- Legion Partners, L.P. I ("Legion Partners I") directly owns these shares of common stock ("Common Stock") of L.B. Foster Company (the "Issuer"). Legion Partners, LLC is the general partner of Legion Partners I, Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), is the investment advisor of Legion Partners I and Legion Partners Holdings, LLC ("Legion Partners Holdings") is the sole member of each of Legion Partners Asset Management and Legion Partners, LLC. As a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, Mr. Vizi may be deemed to beneficially own the shares of common stock owned directly by Legion Partners I. Mr. Vizi expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Legion Partners, L.P. II ("Legion Partners II") directly owns these shares of Common Stock. Legion Partners, LLC is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II and Legion Partners Holdings is the sole member of each of Legion Partners Asset Management and Legion Partners, LLC. As a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, Mr. Vizi may be deemed to beneficially own the shares of common stock owned directly by Legion Partners II. Mr. Vizi expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Legion Partners Special Opportunities, L.P. II ("Legion Partners Special II"), directly owns these shares of Common Stock. Legion Partners, LLC is the general partner of Legion Partners Special II, Legion Partners Asset Management is the investment advisor of Legion Partners Special II and Legion Partners Holdings is the sole member of each of Legion Partners Asset Management and Legion Partners, LLC. As a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, Mr. Vizi may be deemed to beneficially own the shares of common stock owned directly by Legion Partners Special II. Mr. Vizi expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Not applicable, as the share amount represents a Director Equity Award granted by the Issuer to Mr. Vizi in his capacity as a director of the Issuer.

/s/ Bradley S. Vizi

05/27/2016

\*\* 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.