

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>KASEL JOHN F</u>  (Last) (First) (Middle) L.B. FOSTER COMPANY 415 HOLIDAY DRIVE, SUITE 100  (Street) PITTSBURGH PA 15220  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOSTER L B CO [ FSTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; Chief Exec Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/15/2024</u>	

**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	02/13/2024		A		5,053 <sup>(1)(2)</sup>	A	\$0	124,414 <sup>(2)(3)</sup>	D	
Common Stock	02/13/2024		F		2,569 <sup>(4)</sup>	D	\$23.76	121,845 <sup>(5)</sup>	D	
Common Stock	02/13/2024		A		7,748 <sup>(6)</sup>	A	\$0	129,593 <sup>(5)</sup>	D	
Common Stock	02/13/2024		A		31,245 <sup>(7)</sup>	A	\$0	160,838 <sup>(5)</sup>	D	
Common Stock	02/14/2024		F		5,375 <sup>(8)</sup>	D	\$24	155,463 <sup>(5)</sup>	D	
Common Stock								11,408	I	L.B. Foster Company 401(k) Plan Shares

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares of common stock resulting from performance share units which were contingent rights to receive shares of common stock based on the Issuer's performance against certain pre-established financial metrics for the 2021-2023 performance period.
- Total adjusted by 1,250 shares to reflect correction of error on Form 4 filed on 2/15/2024.
- Includes 5,035 Performance Restricted Stock Units earned under the 2022-2024 Long Term Incentive Plan granted on 02/17/2022; those 5,035 Performance Restricted Stock Units will settle at the end of the 2022-2024 performance period on December 31, 2024, upon certification by the Compensation Committee.
- Total adjusted by 741 shares to reflect correction of error on Form 4 filed on 02/15/24.
- Total adjusted by 509 shares to reflect correction of error on Form 4 filed on 02/15/2024.
- Represents the number of Performance Restricted Stock Units earned under the 2022-2024 Long Term Incentive Plan granted on 02/17/2022 upon certification of performance results by the Compensation Committee at 96.3% for the annual period ended December 31, 2023. The earned Performance Stock Units will settle at the end of the performance period on December 31, 2024, upon certification by the Compensation Committee.
- Represents the number of Performance Restricted Stock Units earned under the 2023-2025 Long Term Incentive Plan granted on 02/14/2023 upon certification of performance results by the Compensation Committee at 187.0% for the annual period ended December 31, 2023. The earned Performance Stock Units will settle at the end of the performance period on December 31, 2025, upon certification by the Compensation Committee.
- Shares withheld to pay taxes applicable to the vesting of restricted stock related to the 2023-2025 LTIP awarded on 02/14/23.

**Remarks:**

John F. Kasel by Judith Balog, 03/08/2024  
attorney-in-fact

\*\* Signature of Reporting Person Date

\* 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.**