

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Vizi Bradley</u> (Last) (First) (Middle) 9401 WILSHIRE BOULEVARD SUITE 705 (Street) BEVERLY CA 90212 HILLS (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FOSTER L B CO [FSTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	02/12/2016		A		400	A	(4)	400	D	
Common Stock								559,919	I ⁽¹⁾	By: Legion Partners, L.P. I
Common Stock								108,856	I ⁽²⁾	By: Legion Partners, L.P. II
Common Stock								317,361	I ⁽³⁾	By: Legion Partners Special Opportunities, 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)
						Date Exercisable	Expiration Date					

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, Legion Partners Holdings, LLC ("Legion Partners Holdings"), is the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, and each of Bradley S. Vizi, Christopher S. Kiper and Raymond White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners I.
- 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, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners II.
- 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, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Special II.
- Not applicable, as the share amount represents a pro-rated Director Equity Award granted by the Issuer to Mr. Vizi in his capacity as a director of the Issuer.

/s/ Bradley S. Vizi 02/17/2016

** 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.

