

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>FISHER SAMUEL K</u> _____ (Last) (First) (Middle) <u>L.B. FOSTER COMPANY</u> <u>415 HOLIDAY DRIVE</u> _____ (Street) <u>PITTSBURGH PA 15220</u> _____ (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. V.P. Rail Product Managemen</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2006</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/04/2006		M		1,000	A	\$2.75	6,675	D	
Common Stock	05/04/2006		M		6,250	A	\$3.563	12,925	D	
Common Stock	05/04/2006		M		18,000	A	\$5.25	30,925	D	
Common Stock	05/04/2006		M		10,000	A	\$4.44	40,925	D	
Common Stock	05/04/2006		M		6,000	A	\$3.65	46,925	D	
Common Stock	05/04/2006		S		9,000	D	\$22.237	37,925	D	
Common Stock	05/04/2006		S		2,400	D	\$22.55	35,525	D	
Common Stock	05/04/2006		S		1,700	D	\$22.7	33,825	D	
Common Stock	05/04/2006		S		2,500	D	\$22.4	31,325	D	
Common Stock	05/04/2006		S		9,000	D	\$23.17	22,325	D	
Common Stock	05/04/2006		S		1,700	D	\$22.33	20,625	D	
Common Stock	05/04/2006		S		3,400	D	\$22.77	17,225	D	
Common Stock	05/04/2006		S		50	D	\$22.77	17,175	D	
Common Stock	05/04/2006		S		2,500	D	\$22.455	14,675	D	
Common Stock	05/04/2006		S		3,000	D	\$22.922	11,675	D	
Common Stock	05/04/2006		S		6,000	D	\$22.81	5,675	D	
Common Stock								4,243	I	Est. 401(k) share equivalent

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				
Common Stock	\$5.25	05/04/2006		M			18,000 ⁽¹⁾	08/13/1998	08/12/2008	Common	18,000	(1)	0	D	
Common Stock	\$4.44	05/04/2006		M			10,000	03/01/2000	02/28/2010	Common	10,000	(1)	0	D	
Common Stock	\$3.65	05/04/2006		M			6,000	05/09/2001	05/08/2011	Common	6,000	(1)	0	D	

**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)				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				
Common Stock	\$3.563	05/04/2006		M			6,250	08/03/2000	08/02/2010	Common	6,250	(1)	0	D	
Common Stock	\$2.275	05/04/2006		M			1,000	02/03/2001	02/02/2011	Common	1,000	(1)	0	D	

Explanation of Responses:

1. 1. Intentionally left blank

Remarks:

Samuel K. Fisher, by attorney in fact David L. Voltz 05/04/2006

** 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.

AUTHORIZATION

The undersigned, Samuel K. Fisher, authorizes and designates the following persons to execute and/or file all Forms 4 and 5, required due to the undersigned's affiliation with L.B. Foster Company (the "Company"), with the Securities and Exchange Commission:

David L. Voltz

or

Linda Moore

This authorization shall remain in effect for each of said persons until the earlier of (i) the person ceases to be an employee of the Company or (ii) the undersigned revokes said authority in a writing addressed to the Secretary of the Company.

Executed this 14th day of

_____ May _____ 2003.

/s/ Samuel K. Fisher

Samuel K. Fisher
