

**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

<p>1. Name and Address of Reporting Person*</p> <p><u>REILLY SEAN M</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>L.B. FOSTER COMPANY</u></p> <p><u>415 HOLIDAY DRIVE, SUITE 100</u></p> <hr/> <p>(Street)</p> <p><u>PITTSBURGH PA 15220</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>FOSTER L B CO [ FSTR ]</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>Controller</u></p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>02/13/2024</u></p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		
<p>Rule 10b5-1(c) Transaction Indication</p> <p><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</p>		

**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		1,291 <sup>(1)</sup>	A	\$0	18,739 <sup>(2)</sup>	D	
Common Stock	02/13/2024		A		3,551 <sup>(3)</sup>	A	\$0	22,290	D	
Common Stock	02/14/2024		F		638 <sup>(4)</sup>	D	\$24	21,652	D	
Common Stock								577	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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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 Restricted Stock Units will settle at the end of the performance period on December 31, 2024, upon certification by the Compensation Committee.
- Includes 839 Performance Restricted Stock Units earned under the 2022-2024 Long Term Incentive Plan granted on 02/17/2022; those 839 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.
- 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 Restricted 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:**

Sean M. Reilly by Judith Balog, attorney-in-fact      02/15/2024

\*\* 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.