

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Brumbaugh Merry L</u> (Last) (First) (Middle) <u>415 HOLIDAY DRIVE</u> (Street) <u>PITTSBURGH PA 15220</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/01/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>FOSTER L B CO [FSTR]</u>	
		4. 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>V.P. - Tubular Products</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/01/2004</u>
		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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>2,502</u>	<u>I</u>	<u>401 (k)⁽¹⁾</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Option to Buy</u>	<u>10/22/2004</u>	<u>10/21/2014⁽²⁾</u>	<u>Common</u>	<u>13,000</u>	<u>8.01</u>	<u>D</u>
<u>Option to Buy</u>	<u>07/30/1997</u>	<u>07/29/2007</u>	<u>Common</u>	<u>7,000</u>	<u>4.875</u>	<u>D</u>
<u>Option to Buy</u>	<u>02/02/2001</u>	<u>02/01/2011</u>	<u>Common</u>	<u>2,000</u>	<u>2.75</u>	<u>D</u>
<u>Option to Buy</u>	<u>05/09/2001</u>	<u>05/08/2011</u>	<u>Common</u>	<u>3,000</u>	<u>3.65</u>	<u>D</u>

Explanation of Responses:

1. Share equivalents held in 401(k) Trust

2. 25% becomes exercisable on 10/22/05 and an additional 25% becomes exercisable on each of the next three anniversaries.

Remarks:

Merry L. Brumbaugh02/01/2006

** 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 5 (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.