

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>THALMAN WILLIAM M</u> _____ (Last) (First) (Middle) 415 HOLIDAY DRIVE _____ (Street) PITTSBURGH PA 15222 _____ (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) _____ Senior VP & CFO	
3. Date of Earliest Transaction (Month/Day/Year) 03/01/2021			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 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	03/01/2021		A		15,000 <sup>(1)</sup>	A	\$0	15,000	D	
Common Stock	03/01/2021		A		5,775 <sup>(1)</sup>	A	\$0	20,775	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)		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					
Performance Stock Units	(2)	03/01/2021		A		3,333		(2)	02/28/2026	Common Stock	3,333	3,333	D	

**Explanation of Responses:**

- Award of time vested restricted stock, which shall vest in 33-1/3 increments on each of the first, second and third anniversaries of the date of the grant.
- Performance-based stock unit award which expires on 02/28/26, 5 years after the grant date. Fifty percent of the award, or 1,666 shares, may be earned when the consecutive 30 day average closing stock price per share of the Company's common stock on the Nasdaq Stock Market is \$25.00 per share or more and is generally subject to continued employment with the Company until the third anniversary of the grant date. The remaining 50% of the award, or 1,667 shares, may be earned when the consecutive 30 day average closing stock price per share of the Company's common stock on the Nasdaq Stock Market is \$30.00 per share or more and is generally subject to continued employment with the Company until the third anniversary of the grant date. If either or both of these measures are achieved after the third anniversary of the grant date, the shares will be issued upon attainment of such stock price goals and if the grantee is employed by the Company on the date of attainment of such goals.

/s/ William M. Thalman by Heidi Loeffert, attorney-in-fact 03/02/2021

\*\* 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.