#### Edgar Filing: FOSTER L B CO - Form 4

FOSTER L B CO Form 4 May 19, 2006       Image: State of the second										
(Print or Type Responses)										
1. Name and A KASEL JOI	Symbol	er Name <b>and</b> Ticker or Trading ER L B CO [FSTR]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Ea	3. Date of Earliest Transaction				(Che	eck all applicat	ole)	
L.B. FOSTE HOLIDAY	(Month/Day/ 05/17/2006					Director 10% Owner X Officer (give title Other (specify below) Sr. V.P. Mfg. Operations				
	(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PITTSBURGH, PA 15220					Form filed by More than One Reporting Person					
(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
1.Title of Security (Instr. 3)	any	tion Date, if Tr Ca h/Day/Year) (In	3. 4. Securit Transaction(A) or Di Code (D) (Instr. 8) (Instr. 3, -		isposed of 4 and 5) (A) or		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)	
Common Stock	05/17/2006	I	М	6,250	А	\$ 4.23	6,250	D		
Common Stock	05/17/2006		S	6,250	D	\$ 24	0	D		
Common Stock							122	Ι	Est. 401(k) share equivalent	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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## 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. Transactio Code (Instr. 8)	Securi	rivative ities red sed of 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	ecurities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 14.77						05/25/2006(1)	12/04/2015	Common	25,000
Option to Buy	\$ 4.23	05/17/2006		М	(	6,250	05/13/2003(2)	05/12/2013	Common	6,250

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
KASEL JOHN F L.B. FOSTER COMPANY 415 HOLIDAY DRIVE PITTSBURGH, PA 15220			Sr. V.P. Mfg. Operations	
Ciamaturaa				

## Signatures

John F. Kasel	05/19/2006
<u>**</u> Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* 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).
- (1) 25% vests on 5/25/06 and an additional 25% vests on each of the next three anniversaries of May 25.
- (2) 25% of the initial 25,000 grant became vested on 5/13/04 and an additional 25% vests on each of the next three anniversaries.
- (3) Not applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.