FOSTER L B CO Form 4 May 24, 2006

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB again

**OMB APPROVAL** 

Number: 3235-0287

January 31,

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Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PUTH JOHN W			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			FOSTER L B CO [FSTR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
C/O L.B. FOSTER COMPANY, 415			05/24/2006	Officer (give title Other (specify		
HOLIDIAY DRIVE				below) below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	(Bireet)		, &	1 0,		
			Filed(Month/Day/Year)	Applicable Line)		
PITTSBURGH, PA 15220				_X_ Form filed by One Reporting Person Form filed by More than One Reporting		
				Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, 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. Securion onAcquired Disposed (Instr. 3,	l (A) o l of (D	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/24/2006		A	3,500	A	\$0	30,746	D	

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

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SEC 1474

(9-02)

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

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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. Transactic Code (Instr. 8)	5. or Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pri Deriv Secun (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy	\$ 4.38					10/23/1998	10/22/2008	Common	10,000	
Option to Buy	\$ 5.57					07/16/1999	07/15/2009	Common	10,000	
Option to Buy	\$ 3.625					05/10/2000	05/09/2010	Common	5,000	
Option to Buy	\$ 3.65					05/09/2001	05/08/2011	Common	5,000	
Option to Buy	\$ 5.5					05/15/2002	05/14/2012	Common	5,000	
Option to Buy	\$ 4.23					05/13/2003	05/12/2013	Common	5,000	
Option to Buy	\$ 7.81					05/25/2004	05/24/2014	Common Stock	5,000	
Option to Buy	\$ 8.97					05/25/2005	05/24/2015	Common	5,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting Owner France, Francess	Director	10% Owner	Officer	Other		
PUTH JOHN W C/O L.B. FOSTER COMPANY 415 HOLIDIAY DRIVE PITTSBURGH, PA 15220	X					

### **Signatures**

John W. Puth	05/24/2006			
**Signature of	Date			
Reporting Person				

Reporting Owners 2

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### **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).

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.