

FOSTER L B CO  
Form 4  
June 13, 2014

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RUSSO DAVID J**

(Last) (First) (Middle)

**L.B. FOSTER COMPANY, 415  
HOLIDAY DRIVE**

(Street)

**PITTSBURGH, PA 15220**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FOSTER L B CO [FSTR]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/11/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Sr. V.P., CFO & Treasurer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/11/2014		S	1,500	\$ 53.063 <sup>(1)</sup>	D	
Common Stock					1,505 <sup>(3)</sup>	I	401(k) Shares

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

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SEC 1474 (9-02)

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

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Includes entry for RUSSO DAVID J, L.B. FOSTER COMPANY, 415 HOLIDAY DRIVE, PITTSBURGH, PA 15220, Sr. V.P., CFO & Treasurer.

Signatures

/s/ David J. Russo by Deborah J. Foster, attorney-in-fact, 06/13/2014

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).
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.021 to \$53.23.
(1) The reporting person undertakes to provide to L. B. Foster Company, any security holder of L. B. Foster Company, or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
(2) This number includes restricted shares which were previously awarded to the reporting person by the Issuer under the Issuer's 2006 Omnibus Incentive Plan.
(3) This number includes shares acquired by the reporting person's 401(k) account as of June 11, 2014.

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.