Edgar Filing: FOSTER L B CO - Form 4

FOSTER L	B CO										
Form 4 February 07	2007										
FORN	ЛЛ	STATES					ANGE CO	OMMISSION	OMB	PROVAL 3235-0287	
Check this box if no longer subject to Section 16. TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES											
(Print or Type	Responses)										
Foster Donald L S			8				8	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date c	f Earliest T	Transaction			(Check	all applicable	:)	
415 HOLII	DAY DRIVE		(Month/I 02/06/2	Day/Year) 2007				Director X Officer (give t below)		Owner er (specify	
			nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
PITTSBUR	RGH, PA 15220							Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	omr Dispos (Instr. 3,	(A) or	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)	
Common Stock	02/06/2007			Code V M	Amount 6,250	(D) A	Price \$ 8.01	6,250	D		
Common Stock	02/06/2007			S	6,250	D	\$ 25.0052	0	D		

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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and J Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 8.01	02/06/2007		М	6,250	10/21/2004(1)	10/20/2014	Common	6,250
Option to Buy	\$ 9.3					06/13/2006 <u>(2)</u>	12/12/2014	Common	11,250
Option to Buy	\$ 9.29					02/16/2005(3)	02/15/2015	Common	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Foster Donald L						
415 HOLIDAY DRIVE			Sr. V.P.			
PITTSBURGH, PA 15220						

Signatures

Donald L. Foster	02/07/2007			
<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% of original grant became excrisable on 10/21/05 and an additional 25% becomes exercisable on each of the next three anniversaries.
- (2) 25% of original grant became exercisable on 6/13/06 and an additional 25% becomes exercisable on each of the next three anniversaries.
- (3) 25% or original grant became exercisable on 2/16/06 and an additional 25% becomes exercisable on each of the next three anniversaries.
- (4) Intentionally left blank

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.