

Kelly Brian H  
 Form 4  
 March 08, 2012

**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 \*  
 Kelly Brian H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 415 HOLIDAY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 03/06/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

V.P. - Human Resources

(Street)  
 PITTSBURGH, PA 15220

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/06/2012		M		1,336 A \$ 11,708	D	
Common Stock	03/06/2012		A		1,786 (2) A \$ 13,494	D	
Common Stock	03/06/2012		F		604 D \$ 27.49 12,890 (3)	D	
Common Stock					308	I	401(k) Shares

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.
Performance Share Units	(1)	03/06/2012		M	1,336	(1) (1)	Common	Amount or Number of Shares 1,336

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Brian H 415 HOLIDAY DRIVE PITTSBURGH, PA 15220			V.P. - Human Resources	

## Signatures

/s/ Deborah J. Foster, attorney-in-fact for Brian H. Kelly	03/08/2012
<i>**Signature of Reporting Person</i>	<i>Date</i>

## 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) Each performance share unit represented a contingent right to receive a share of Issuer common stock based upon the Issuer's performance against certain pre-established financial metrics for the 2009-2011 performance period.
- (2) This number includes two awards of time-vested restricted stock, each of which will vest 100% in full on March 6, 2016.  
This number includes restricted shares which were previously awarded to the reporting person by the Issuer under the Issuer's 2006 Omnibus Plan.
- (3) Omnibus Plan. This number has been adjusted to include one additional share which was timely reported on a Form 4, but inadvertently excluded from subsequent Form 4s.

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.