

Kelly Brian H
Form 4
March 17, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

V.P. - Human Resources

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					146	D	
Common	03/15/2011		C	1,012 (7) A 11	1,158	D	
Common	03/15/2011		F	300 D 11	858	D	
Common Stock					399 (2)	D	
Common Stock					754 (3)	D	
					595 (4)	D	

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Common
Stock

Common Stock 7,500 ⁽⁵⁾ D

Common 03/15/2011 A 621 ⁽⁶⁾ A (1) 621 ⁽⁶⁾ 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Share Units	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Common <u>(1)</u>
Performance Share Units	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Common <u>(1)</u>
Performance Share Units	<u>(1)</u>	03/15/2011		A	1,863 ⁽¹⁰⁾	<u>(1)</u> <u>(1)</u>	Common <u>(1)</u>
Performance Share Units	<u>(1)</u>	03/15/2011		D	1,195 ⁽⁷⁾	<u>(1)</u> <u>(1)</u>	Common 1,012

Reporting Owners

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

Signatures

/s/ Deborah J. Foster,
attorney-in-fact

03/17/2011

__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) Not applicable
- (2) Not vested and non-voting until March 6, 2012.
- (3) Not vested and non-voting until March 4, 2013.
- (4) Not vested and non-voting until March 3, 2014.
- (5) Not vested and non-voting until, 25% on May 28, 2011, 25% on May 28, 2012, 25% on May 28, 2013 and 25% on May 28, 2014.
- (6) Not vested until March 15, 2015.
- (7) Performance share units converted into common stock based on Company's performance against financial metric for calendar year 2008-2010, inclusive.
- (8) (0 - 4524 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2009-2011, inclusive. Stock awarded shall range from 0 - 2 for each performance share unit.
- (9) (0 - 3494 shares). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2010 - 2012, inclusive. Stock awarded shall range from 0 - 2 for each performance share unit.
- (10) (0 - 3726). Performance share units will convert into common stock based on Company's performance against financial metric for calendar year 2011-2013, inclusive. Stock awarded shall range from 0-2 for each performance share unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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