

Sauder David R
 Form 3
 November 03, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Sauder David R | | (Month/Day/Year) | FOSTER L B CO [FSTR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 415 HOLIDAY DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| PITTSBURGH,Â PAÂ 15220 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | Vice President-Business Dev | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 7,978 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | Shares | | | (I) (Instr. 5) | |
|-------------------------|-------|-------|------------------|--------|--|-------------------|---|
| Performance Share Units | Â (3) | Â (3) | Common Stock (3) | \$ (3) | | D | Â |
| Performance Share Units | Â (4) | Â (4) | Common Stock (4) | \$ (4) | | D | Â |
| Performance Share Units | Â (5) | Â (5) | Common Stock (5) | \$ (5) | | D | Â |
| Performance Share Units | Â (6) | Â (6) | Common Stock (6) | \$ (6) | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sauder David R 415 HOLIDAY DRIVE PITTSBURGH, PA 15220 | Â | Â | Â Vice President-Business Dev | Â |

Signatures

Joseph S. Cancilla,
attorney-in-fact

11/03/2011

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

On November 3, 2008, the Reporting Person attempted to file his initial Form 3 related to the Issuer via EDGAR, however, the Reporting Person and the Issuer have recently learned that the Form 3 was never accepted by the SEC due to a technical error, although a Form 4 filed by the Reporting Person on the same day was accepted. This Form 3 is being promptly filed to remedy that issue. The amount and type of securities beneficially owned by the Reporting Person shown in Table I and Table II of this Form 3 are the amount and type owned as of November 3, 2011, the date this Form 3 was accepted by the SEC. As of the date this Form 3 was initially submitted for filing, November 3, 2008, the Reporting Person beneficially owned no securities of the Issuer. The Reporting Person has made all other required filings on a timely basis with respect to his security ownership in the Issuer.

- (1) This amount includes restricted shares, which were previously awarded to the reporting person by the Issuer under the Issuer's 2006 Omnibus Incentive Plan and also includes one additional share of Common Stock that was not reported on the Nov. 5, 2010 Form 4 filing due to an administrative error.
- (3) (0-4524 shares). Performance Share Units will convert into Common Stock based on the Company's performance against financial metrics for calendar year 2009-2011, inclusive. Stock awarded shall range from 0 - 2 shares for each Performance Unit.
- (4) (0-3572 shares). Performance Share Units will convert into Common Stock based on the Company's performance against financial metrics for calendar year 2010-2012, inclusive. Stock awarded shall range from 0 - 2 shares for each Performance Unit.
- (5) (0-3726 shares). Performance Share Units will convert into Common Stock based on the Company's performance against financial metrics for calendar year 2011-2013, inclusive. Stock awarded shall range from 0 - 2 shares for each Performance Unit.
- (6) (0-2000 shares). Performance Share Units will convert into Common Stock based on subsidiary performance against financial metric in 2011. Stock award shall range from 0 - 2 shares of Common Stock for each Performance Unit.

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.