

FOSTER L B CO  
Form 8-K  
May 26, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 26, 2010 (May 21, 2010)

L.B. Foster Company  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Pennsylvania<br>(State or other jurisdiction<br>of incorporation)                             | 000-10436<br>(Commission<br>File Number) | 25-1324733<br>(I.R.S. Employer<br>Identification No.) |
| 415 Holiday Drive, Pittsburgh,<br>Pennsylvania<br>(Address of principal executive<br>offices) |  | 15220<br>(Zip Code)                                   |

Registrant's telephone number,  
including area code 412-928-3417

None  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 21, 2010, Registrant held its annual shareholders' meeting, at which time: (i) seven (7) directors were elected; and (ii) the appointment of Ernst & Young LLP as the Registrant's independent registered public accountants for 2010 was ratified. The voting results were:

ELECTION OF DIRECTORS:

Broker

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|                     | For       | Withheld | Non-votes |
|---------------------|-----------|----------|-----------|
| Lee B. Foster II    | 8,135,924 | 150,073  | 1,226,505 |
| Stan L. Hasselbusch | 8,177,533 | 108,464  | 1,226,505 |
| Peter McIlroy II    | 8,263,014 | 22,983   | 1,226,505 |
| G. Thomas McKane    | 8,076,556 | 209,441  | 1,226,505 |
| Diane B. Owen       | 8,273,792 | 12,205   | 1,226,505 |
| William H. Rackoff  | 8,164,857 | 121,140  | 1,226,505 |
| Suzanne B. Rowland  | 8,265,707 | 20,209   | 1,226,505 |

RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS:

| For       | Against | Abstain | Broker | Non-votes |
|-----------|---------|---------|--------|-----------|
| 9,360,535 | 112,402 | 38,579  | N/A    |           |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

L.B. FOSTER COMPANY  
(Registrant)

Date: May 26, 2010

/s/ David J. Russo \_\_\_\_\_

David J. Russo

Senior Vice President

Chief Financial Officer and Treasurer