

REILLY SEAN E
Form 4
July 06, 2009

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 *
REILLY SEAN E

2. Issuer Name and Ticker or Trading Symbol
LAMAR ADVERTISING CO/NEW [LAMR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

(Last) (First) (Middle)
C/O LAMAR ADVERTISING COMPANY, 5551 CORPORATE BOULEVARD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2009

BATON ROUGE, LA 70808

(City) (State) (Zip)

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

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)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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

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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
Stock Option (right to buy)	\$ 26.42	07/01/2009		D		97,500	(1) 09/27/2011	Class A Common Stock	97,500
Stock Option (right to buy)	\$ 37.35	07/01/2009		D		25,000	(3) 02/06/2014	Class A Common Stock	25,000
Stock Option (right to buy)	\$ 15.67	07/02/2009		A		82,222	(4) 07/02/2019	Class A Common Stock	82,222

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY SEAN E C/O LAMAR ADVERTISING COMPANY 5551 CORPORATE BOULEVARD BATON ROUGE, LA 70808			Chief Operating Officer	

Signatures

/s/ James McIlwain, as attorney-in-fact 07/06/2009

__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) This option vested as to 40% immediately on the grant date, September 27, 2001, and an additional 30% on each of the next two anniversaries of the grant date.

On July 2, 2009, pursuant to the issuer's option exchange program, the issuer cancelled options granted to the reporting person on September 27, 2001 and February 6, 2004 and issued a replacement option to the reporting person for 82,222 shares, having an exercise price equal to the closing price of the underlying Class A common stock on the grant date, as reported by the Nasdaq Global Select Market.
 - (2)
 - (3) This option vested as to 20% immediately on the grant date, February 6, 2004, and an additional 20% on each of the next four anniversaries of the grant date.

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- (4) 20% of the shares subject to this option vested on July 2, 2009, and an additional 20% of the shares subject to this option will vest on each of the first four anniversaries of July 2, 2009, such that this option will be fully vested on July 2, 2013, provided that vesting is conditioned on the reporting person's continued active service to the Company or one of its subsidiaries through each applicable vesting date.

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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