

LAMAR ADVERTISING CO/NEW
Form 4
March 26, 2015

FORM 4

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

OMB APPROVAL

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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 KEVIN P JR

(Last) (First) (Middle)

C/O LAMAR ADVERTISING COMPANY, 5321 CORPORATE BOULEVARD

(Street)

BATON ROUGE, LA 70808

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 03/24/2015 | | M | 5,700 | A | \$ 18.25 | 203,950 | D |
| Class A Common Stock | 03/24/2015 | | S | 5,700 | D | \$ 59.129 (1) | 198,250 | D |
| Class A Common Stock | 03/24/2015 | | M | 82,222 | A | \$ 15.67 | 280,472 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|-----------------------------|---------|---|
| Class A Common Stock | 03/24/2015 | S | 82,222 | D | \$ 59.129 <u>(1)</u> | 198,250 | D |
| Class A Common Stock | 03/25/2015 | M | 14,006 | A | \$ 18.25 | 212,256 | D |
| Class A Common Stock | 03/25/2015 | S | 14,006 | D | \$ 59.0248 <u>(2)</u> | 198,250 | D |

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 18.25 | 03/24/2015 | | M | 5,700 | <u>(3)</u> 05/28/2019 | Class A Common Stock | 5,700 |
| Stock Option (right to buy) | \$ 15.67 | 03/24/2015 | | M | 82,222 | <u>(4)</u> 07/02/2019 | Class A Common Stock | 82,222 |
| Stock Option (right to buy) | \$ 18.25 | 03/25/2015 | | M | 14,006 | <u>(3)</u> 05/28/2019 | Class A Common Stock | 14,006 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

REILLY KEVIN P JR
C/O LAMAR ADVERTISING COMPANY X X President
5321 CORPORATE BOULEVARD
BATON ROUGE, LA 70808

Signatures

/s/ James McIlwain, as attorney-in-fact 03/26/2015

__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) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$59.005 to \$59.345, inclusive. The reporting person undertakes to provide to Lamar Advertising Company, any security holder of Lamar Advertising Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.

The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$59.00 to \$59.39, inclusive. The reporting person undertakes to provide to Lamar Advertising Company, any security holder of Lamar Advertising Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2.
 - (2) The options fully vested on May 28, 2013.
 - (3) The options fully vested on July 2, 2013.
 - (4) The options fully vested on July 2, 2013.

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.