

LAMAR ADVERTISING CO/NEW

Form 8-K

August 27, 2007

**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): August 24, 2007

LAMAR ADVERTISING COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-30242

(Commission File
Number)

72-1449411

(IRS Employer
Identification No.)

5551 Corporate Boulevard, Baton Rouge, Louisiana 70808

(Address of principal executive offices and zip code)

(225) 926-1000

(Registrant's telephone number, including area code)

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 24, 2007, the Board of Directors of Lamar Advertising Company (the Company) approved an amendment and restatement of the Company s bylaws (the Bylaws) to allow for the representation of shares of the Company s stock in either certificated or uncertificated form. The amendments to the Bylaws will permit direct or book-entry registration of shares of the Company s stock and thereby facilitate the Company s eligibility to participate in NASDAQ s direct registration system. Additional amendments, including changes to director and stockholder meeting notice requirements and the ability to participate in meetings remotely, were also made to the Bylaws.

The above description is qualified in its entirety by the full text of the Bylaws of the Company, which is attached to this Form 8-K as Exhibit 3.1 and incorporated herein by reference.

Item 8.01. Other Events.

On August 24, 2007, the Company made certain amendments to its deferred compensation plan that were made as a result of the final regulations issued by the Internal Revenue Service under Internal Revenue Code Section 409A on April 10, 2007. The amended and restated Deferred Compensation Plan is attached to this Form 8-K as Exhibit 10.1 and incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
3.1	Amended and Restated Bylaws of Lamar Advertising Company.
10.1	Lamar Deferred Compensation Plan (as amended).

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.

Date: August 27, 2007

LAMAR ADVERTISING COMPANY

By: /s/ Keith A. Istre

Keith A. Istre
Treasurer and Chief Financial Officer

EXHIBIT INDEX

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