

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ABRAMS CAPITAL MANAGEMENT, L.P.</u>  (Last) (First) (Middle) 222 BERKELEY STREET, 22ND FLOOR  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LAMAR ADVERTISING CO/NEW [ LAMR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.001 per share	08/07/2012		S		40,000	D	\$31.555	8,678,453	I	See Footnotes <sup>(1)(2)(3)(4)(5)(7)</sup>
Class A Common Stock, par value \$0.001 per share	08/07/2012		S		207,034	D	\$31.5109	8,471,419	I	See Footnotes <sup>(1)(2)(3)(4)(5)(7)</sup>
Class A Common Stock, par value \$0.001 per share	08/08/2012		S		25,233	D	\$34.8579	8,446,186	I	See Footnotes <sup>(1)(2)(3)(4)(6)(7)</sup>
Class A Common Stock, par value \$0.001 per share	08/08/2012		S		287,352	D	\$34.5796	8,158,834	I	See Footnotes <sup>(1)(2)(3)(4)(6)(7)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
ABRAMS CAPITAL MANAGEMENT, L.P.  
  
 (Last) (First) (Middle)  
 222 BERKELEY STREET, 22ND FLOOR  
  
 (Street)  
 BOSTON MA 02116  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ABRAMS CAPITAL MANAGEMENT, LLC  
  
 (Last) (First) (Middle)  
 222 BERKELEY STREET, 22ND FLOOR  
  
 (Street)  
 BOSTON MA 02116  
  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Abrams David C</u>		
(Last)	(First)	(Middle)
222 BERKELEY STREET		
22ND FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>ABRAMS CAPITAL LLC</u>		
(Last)	(First)	(Middle)
222 BERKELEY STREET		
22ND FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are held by investment funds, the general partner and/or investment adviser of which is directly or indirectly controlled by David C. Abrams. In such capacity, Mr. Abrams may be deemed to beneficially own the reported securities.
2. These securities are held by investment funds for which Abrams Capital Management, L.P. (the "LP") serves as investment adviser. Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
3. A portion of these securities are held by investment funds for which Abrams Capital, LLC ("Abrams Capital") serves as general partner. In such capacity, Abrams Capital may be deemed to beneficially own the reported securities.
4. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
5. Of the shares of Class A Common Stock sold on August 7, 2012, (i) 37,591 shares sold at \$31.555 per share and 194,568 shares sold at \$31.5109 per share may be deemed to have been beneficially owned by Abrams Capital; and (ii) all shares reported herein as having been sold on such date may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.
6. Of the shares of Class A Common Stock sold on August 8, 2012, (i) 23,714 shares sold at \$34.8579 per share and 270,049 shares sold at \$34.5796 per share may be deemed to have been beneficially owned by Abrams Capital; and (ii) all shares reported herein as having been sold on such date may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.
7. As of August 7, 2012, Abrams Capital may be deemed to have beneficially owned 7,961,318 shares of Class A Common Stock and Mr. Abrams, the LP and the LLC may be deemed to have beneficially owned 8,471,419 shares of Class A Common Stock. As of August 8, 2012, Abrams Capital may be deemed to beneficially own 7,667,555 shares of Class A Common Stock and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 8,158,834 shares of Class A Common Stock.

**Remarks:**

/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member 08/09/2012

/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member 08/09/2012

/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member 08/09/2012

/s/ David C. Abrams 08/09/2012

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.