

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

FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

LAMAR ADVERTISING COMPANY  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of Incorporation)

72-1449411  
(I.R.S. Employer Identification No.)

5551 CORPORATE BLVD., BATON ROUGE, LOUISIANA 70808  
(Address of Principal Executive Offices)

1996 EQUITY INCENTIVE PLAN  
(Full Title of the Plan)

KEVIN P. REILLY, JR.  
Chairman, President and Chief Executive Officer  
Lamar Advertising Company  
5551 Corporate Boulevard  
Baton Rouge, Louisiana 70808  
(225) 926-1000  
(Name, Address and Telephone Number of Agent for Service)

with copies to:

STANLEY KELLER, ESQ.  
Palmer & Dodge LLP  
111 Huntington Avenue  
Boston, Massachusetts 02199  
(617) 239-0100

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(3)	AMOUNT OF REGISTRATION FEE
Class A Common Stock, \$0.001 par value.....	3,000,000 shares	\$43.30	\$129,900,000	\$11,951

- (1) Pursuant to Rule 416 under the Securities Act of 1933, to the extent additional shares of Lamar Class A common stock may be issued or issuable as a result of a stock split or other distribution declared at any time by the Board of Directors while this registration statement is in effect, this registration statement is hereby deemed to cover all such additional Class A common stock.
- (2) Estimated solely for the purpose of determining the registration fee and computed pursuant to Rule 457(h) and based upon the average of the high and low sale prices on May 20, 2002 as reported by the Nasdaq National Market.
- (3) This Registration Statement registers an additional 3,000,000 shares issuable under the registrant's 1996 Equity Incentive Plan (the "Plan"). The registrant has previously registered 5,000,000 shares issuable under the Plan (Registration Statement Nos. 333-10337, 333-79571 and 333-37858).

STATEMENT REGARDING INCORPORATION BY REFERENCE FROM EFFECTIVE REGISTRATION STATEMENTS.

Pursuant to Instruction E to Form S-8, the registrant incorporates by reference into this registration statement the contents of the registration statements it filed on Form S-8 with the SEC on August 16, 1996 (File No. 333-10337), May 28, 1999 (File No. 333-79571), as amended by Post-Effective Amendment No. 1 thereto filed with the SEC on July 19, 1999, and May 25, 2000 (File No. 333-37858), in their entirety, except as to items set forth below. The Form S-8 filed on August 16, 1996 relates to the registration of 2,000,000 shares of the registrant's Class A common stock, \$0.001 par value per share authorized for issuance under the registrant's 1996 Equity Incentive Plan (the "Plan"); these 2,000,000 shares of Class A common stock currently represent 3,000,000 shares of Class A common stock after giving effect to a 3:2 stock split that became effective on February 27, 1998. The Forms S-8 filed on May 28, 1999 and May 25, 2000 each relate to the registration of 1,000,000 shares of the registrant's Class A common stock authorized for issuance under the Plan. This Registration Statement provides for the registration of an additional 3,000,000 shares of the registrant's Class A common stock authorized for issuance under the Plan.

ITEM 8. EXHIBITS.

See Exhibit Index on page 5.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on this 23rd day of May 2002.

LAMAR ADVERTISING COMPANY

By: /s/ Kevin P. Reilly, Jr.

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Kevin P. Reilly, Jr., Chairman,  
President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Lamar Advertising Company, hereby severally constitute and appoint Kevin P. Reilly, Jr. and Keith A. Istre, and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including any post-effective amendments thereto), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on this 23rd day of May, 2002.

Signature -----	Capacity -----
/s/ Kevin P. Reilly, Jr. ----- Kevin P. Reilly, Jr.	President, Chief Executive Officer (Principal Executive Officer) and Director
/s/ Keith A. Istre ----- Keith A. Istre	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) and Director
/s/ Charles W. Lamar, III ----- Charles W. Lamar, III	Director
/s/ Gerald H. Marchand ----- Gerald H. Marchand	Director
/s/ Stephen P. Mumblow ----- Stephen P. Mumblow	Director
/s/ Sean E. Reilly ----- Sean E. Reilly	Director
/s/ Anna Reilly Cullinan ----- Anna Reilly Cullinan	Director
/s/ T. Everett Stewart, Jr. ----- T. Everett Stewart, Jr.	Director
/s/ John Maxwell Hamilton ----- John Maxwell Hamilton	Director
/s/ Thomas Reifenheiser ----- Thomas Reifenheiser	Director

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
4.1	Certificate of Incorporation of Lamar New Holding Co. Previously filed as exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1999 (File No. 0-20833) filed on August 16, 1999 and incorporated herein by reference.
4.2	Certificate of Amendment of Certificate of Incorporation of Lamar New Holding Co. (whereby the name of Lamar New Holding Co. was changed to Lamar Advertising Company). Previously filed as exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1999 (File No. 0-20833) filed on August 16, 1999 and incorporated herein by reference.
4.3	Certificate of Correction of Certificate of Incorporation of Lamar Advertising Company. Previously filed as Exhibit 3.4 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2000 (File No. 0-30242) filed on November 14, 2000 and incorporated herein by reference.
4.4	Amended and Restated Bylaws of the Company. Previously filed as exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1999 (File No. 0-20833) filed on August 16, 1999 and incorporated herein by reference.
5	Opinion of Palmer & Dodge LLP as to the legality of the securities registered hereunder. Filed herewith.
23.1	Consent of Palmer & Dodge LLP (contained in Exhibit 5).
23.2	Consent of KPMG LLP, independent accountants. Filed herewith.
24	Power of Attorney (included in the signature page hereto).

PALMER & DODGE LLP  
111 HUNTINGTON AVENUE, BOSTON, MASSACHUSETTS 02199-7613

TELEPHONE: (617) 239-0100

FACSIMILE: (617) 227-4420

May 23, 2002

Lamar Advertising Company  
5551 Corporate Boulevard  
Baton Rouge, Louisiana 70808

Ladies and Gentlemen:

We are rendering this opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by Lamar Advertising Company (the "Company") with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on or about the date hereof. The Registration Statement relates to 3,000,000 shares (the "Shares") of the Company's Class A Common Stock, \$0.001 par value, offered pursuant to the provisions of the Company's 1996 Equity Incentive Plan (the "Plan").

We have acted as your counsel in connection with the preparation of the Registration Statement and are familiar with the proceedings taken by the Company in connection with the authorization, issuance and sale of the Shares. We have examined all such documents as we consider necessary to enable us to render this opinion.

Based upon the foregoing, we are of the opinion that, when issued in accordance with the terms of the Plan and the options or other rights granted thereunder, the Shares will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as a part of the Registration Statement.

Very truly yours,

/s/ PALMER & DODGE LLP

PALMER & DODGE LLP

INDEPENDENT AUDITORS' CONSENT

The Board of Directors  
Lamar Advertising Company:

We consent to incorporation by reference in the Registration Statement on Form S-8 of Lamar Advertising Company of our reports dated February 8, 2002, relating to (a) the consolidated balance sheets of Lamar Advertising Company and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2001, and (b) the consolidated balance sheets of Lamar Media Corp. and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of operations, stockholder's equity, and cash flows for each of the years in the three-year period ended December 31, 2001, which reports appear in the December 31, 2001, annual report on Form 10-K of Lamar Advertising Company.

Our reports refer to a change in the method of accounting for costs of start-up activities, and to the adoption of the provisions of Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations," and certain provisions of SFAS No. 142 "Goodwill and Other Intangible Assets," as required for goodwill and intangible assets resulting from business combinations consummated after June 30, 2001.

/s/ KPMG LLP

New Orleans, Louisiana  
May 23, 2002