FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | ONID APPRO               | ) VAL     |  |  |  |  |  |  |  |  |
|---|--------------------------|-----------|--|--|--|--|--|--|--|--|
|   | OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| l | Estimated average burden |           |  |  |  |  |  |  |  |  |
| l | hours per response:      | 0.5       |  |  |  |  |  |  |  |  |

hours per response:

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

| 1. Name and Address of Reporting Person*            |  |                           |                        |              | 2. Issuer Name and Ticker or Trading Symbol LAMAR ADVERTISING CO/NEW [ LAMR |  |      |  |                                    |   |                                       | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |  |   |  |  |
|---|--|---------------------------|------------------------|--------------|---|--|------|--|------------------------------------|---|---------------------------------------|---|--|---|--|--|
| REILLY SEAN E                                       |  |                           |                        |              |   | ]  |      |  |                                    |   |                                       |   | r<br>(give title   | 10% Ov<br>Other (s  | · I  |  |
| (Last) (First) (Middle)                             |  |                           |                        |              |   | Date of Earliest Transaction (Month/Day/Year)            |      |  |                                    |   |                                       |   | X Officer (give title Other (specify below)  Chief Operating Officer   |   |  |  |
|   |  | ERTISING COM              |                        | 05/28/2009   |   |  |      |  |                                    |   |                                       | F   |  |   |  |  |
| 5551 CORPORATE BOULEVARD                            |  |                           |                        |              |   | 4. If Amendment, Date of Original Filed (Month/Day/Year) |      |  |                                    |   |                                       | 6. Individual or Joint/Group Filing (Check Applicable                   |  |   |  |  |
| (Street)  |  |                           |                        |              | 3   |  |      |  |                                    |   | - 1                                   | Line)  X Form filed by One Reporting Person                             |  |   |  |  |
| BATON ROUGE LA 70808                                |  |                           |                        |              |   |  |      |  |                                    |   | Form filed by More than One Reporting |   |  |   |  |  |
| (City) (State) (Zip)                                |  |                           | (Zip)                  |              |   |  |      |  |                                    |   |                                       | Person  |  |   |  |  |
|   |  |                           |                        | arivati      | V0 S0   | Curitio  | . Δc | quired D   | iennead (                          | of or Re  | neficially                            | Owned   |  |   |  |  |
| 1 Title of 9  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Title of Security (Instr. 3)  2. Transaction  3. |                           |                        |              |   |  |      |  |                                    |   |                                       |   |  |   |  |  |
| Date (Month/E                                       |  |                           |                        |              |   | Execution Dat<br>if any<br>(Month/Day/Ye                 | Date | , Transacti<br>Code (Ins                                       | ction Disposed Of (D) (Instr. 3, 4 |   | str. 3, 4 and !                       | Securities<br>Beneficia<br>Owned Fe                                     | es Formally (D) (Following (I) (II)  | orm: Direct<br>) or Indirect<br>(Instr. 4)                        | Indirect<br>Beneficial<br>Ownership                                |  |
|   |  |                           |                        |              |   |  |      | Code V   | Amount                             | (A) o<br>(D)  | r Price                               | Reported<br>Transacti<br>(Instr. 3 a                                    | on(s)  |   | instr. 4)  |  |
|   |  |                           | Table II - Der<br>(e.g |              |   |  |      | uired, Dis<br>s, options                                       |                                    |   |                                       | Owned   |  |   |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | (Month/Day/Year)   if any | Execution Date,        | Code (Instr. |   |  |      | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)                     | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |  |                           |                        | Code         | v   | (A)  | (D)  | Date<br>Exercisable  | Expiration<br>Date                 | Title   | Amount<br>or<br>Number<br>of Shares   |   | (Instr. 4)   |   |  |  |
| Stock<br>Option<br>(right to<br>buy)                | \$18.25  | 05/28/2009                |                        | A            |   | 100,000  |      | (1)  | 05/28/2019                         | Class A<br>Common<br>Stock  | 100,000                               | \$0   | 100,000  | D   |  |  |

# **Explanation of Responses:**

 $1.\,20\%\ vested\ immediately\ upon\ grant,\ and\ an\ additional\ 20\%\ vests\ on\ each\ of\ the\ next\ four\ anniversaries\ of\ the\ grant\ date.$ 

### Remarks:

/s/ James McIlwain, as attorneyin-fact

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.