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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 10, 2005

**LAMAR ADVERTISING COMPANY**  
**LAMAR MEDIA CORP.**

(Exact name of registrants as specified in their charters)

**Delaware**  
**Delaware**  
(States or other jurisdictions  
of incorporation)

**0-30242**  
**1-12407**  
(Commission File  
Numbers)

**72-1449411**  
**72-1205791**  
(IRS Employer  
Identification Nos.)

**5551 Corporate Boulevard, Baton Rouge, Louisiana 70808**  
(Address of principal executive offices and zip code)

**(225) 926-1000**  
(Registrants' 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 8.01. Other Events.**

On August 10, 2005, Lamar Advertising Company (the "Company") issued a press release announcing the pricing of an institutional private placement of senior subordinated notes of Lamar Media Corp., its wholly owned subsidiary ("Lamar Media"). The press release is furnished as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein, in accordance with Rule 135 of the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Lamar Advertising Company, dated August 10, 2005, announcing the pricing of a private placement of senior subordinated notes of Lamar Media Corp.

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**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 10, 2005

**LAMAR ADVERTISING COMPANY**

By: /s/ Keith A. Istre

Keith A. Istre

Treasurer and Chief Financial Officer

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## EXHIBIT INDEX

**Exhibit  
No.**

**Description**

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99.1

Press Release of Lamar Advertising Company, dated August 10, 2005, announcing the pricing of a private placement of senior subordinated notes of Lamar Media Corp.



5551 Corporate Boulevard  
Baton Rouge, LA 70808

**Lamar Advertising Company Announces Pricing  
of Private Offering of Senior Subordinated Notes**

Baton Rouge, LA – Wednesday, August 10, 2005 — Lamar Advertising Company (Nasdaq: LAMR) announced today that it has agreed to sell \$400.0 million principal amount of 6.625% senior subordinated notes due 2015 of Lamar Media Corp., its wholly owned subsidiary, in an institutional private placement, as previously announced. The closing of the sale is expected to occur on August 16, 2005 and is subject to customary closing conditions.

Lamar Media intends to use the net proceeds of this offering to repay a portion of its bank credit facility.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the notes.

The notes subject to the private placement have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to non-U.S. persons in offshore transactions in reliance on Regulation S. Unless so registered, the notes may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from registration requirements of the Securities Act and applicable state securities laws.

Forward Looking Statements

This press release contains forward-looking statements regarding Lamar Media's ability to complete this private placement and its application of net proceeds. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those results indicated in the forward-looking statements include uncertainties relating to market conditions for corporate debt securities generally and for the securities of advertising companies and for Lamar Media in particular.

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