

LAMAR ADVERTISING CO/NEW

Form 4

March 26, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
REILLY KEVIN P JR

(Last) (First) (Middle)

C/O LAMAR ADVERTISING
COMPANY, 5321 CORPORATE
BOULEVARD

(Street)

BATON ROUGE, LA 70808

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

LAMAR ADVERTISING CO/NEW
[LAMR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	03/24/2015		M		5,700	A \$ 18.25	203,950 D
Class A Common Stock	03/24/2015		S		5,700	D \$ 59.129 (1)	198,250 D
Class A Common Stock	03/24/2015		M		82,222	A \$ 15.67	280,472 D

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Class A Common Stock	03/24/2015	S	82,222	D	\$ 59.129 (1)	198,250	D
Class A Common Stock	03/25/2015	M	14,006	A	\$ 18.25	212,256	D
Class A Common Stock	03/25/2015	S	14,006	D	\$ 59.0248 (2)	198,250	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 18.25	03/24/2015		M		5,700		<u>(3)</u>	05/28/2019	Class A Common Stock	5,700
Stock Option (right to buy)	\$ 15.67	03/24/2015		M		82,222		<u>(4)</u>	07/02/2019	Class A Common Stock	82,222
Stock Option (right to buy)	\$ 18.25	03/25/2015		M		14,006		<u>(3)</u>	05/28/2019	Class A Common Stock	14,006

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

REILLY KEVIN P JR
 C/O LAMAR ADVERTISING COMPANY X X President
 5321 CORPORATE BOULEVARD
 BATON ROUGE, LA 70808

Signatures

/s/ James McIlwain, as
 attorney-in-fact 03/26/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$59.005 to \$59.345, inclusive. The reporting person undertakes to provide to Lamar Advertising Company, any security holder of Lamar Advertising Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.

(2) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$59.00 to \$59.39, inclusive. The reporting person undertakes to provide to Lamar Advertising Company, any security holder of Lamar Advertising Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2.

(3) The options fully vested on May 28, 2013.

(4) The options fully vested on July 2, 2013.

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

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