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LAMAR ADVERTISING CO/NEW
Form 8-K
November 13, 2001

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):
NOVEMBER 7, 2001

LAMAR ADVERTISING COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	0-30242	72-1449411
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5551 CORPORATE BOULEVARD, BATON ROUGE, LOUISIANA 70808
(Address of principal executive offices and zip code)

(225) 926-1000
(Registrant's telephone number, including area code)

ITEM 5. OTHER

In order to furnish certain exhibits for incorporation by reference into a Registration Statement on Form S-3 of Lamar Advertising Company previously filed with Securities and Exchange Commission (File No. 333-45490), which Registration Statement was declared effective by the Commission on September 21, 2000, Lamar Advertising Company is filing an Underwriting Agreement dated November 7, 2001 among Lamar, AMFM Operating Inc. and Goldman, Sachs & Co. The Underwriting Agreement relates to the sale of 5,365,073 shares of Lamar Class A common stock by AMFM Operating Inc. to Goldman Sachs & Co., as underwriter, for \$32.50 per share. The offering of the shares will only be made by means of a prospectus, a copy of which can be obtained from Goldman Sachs & Co., 85 Broad Street, New York, NY 10004. After the closing of the sale, AMFM Operating Inc. will no longer own any shares of Lamar Class A common stock, in compliance with a consent decree issued by the United States Department of Justice mandating that AMFM Operating Inc. dispose all of its shares of Lamar Class A common stock prior to January 1, 2003.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

1.4 Underwriting Agreement dated November 7, 2001 among
Lamar, AMFM Operating Inc. and Goldman, Sachs & Co.
Filed herewith.

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.

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Date: November 9, 2001

LAMAR ADVERTISING COMPANY

By: /s/ Keith A. Istre

Keith A. Istre
Treasurer and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
1.4	Underwriting Agreement dated November 7, 2001 among Lamar, AMFM Operating Inc. and Goldman, Sachs & Co. Filed herewith.