

LAMAR ADVERTISING CO/NEW

Form 8-K

December 17, 2007

**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): December 13, 2007  
LAMAR ADVERTISING COMPANY  
(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**0-30242**  
(Commission File Number)

**72-1449411**  
(IRS Employer Identification No.)

**5551 Corporate Boulevard  
Baton Rouge, Louisiana 70808**  
(Address of Principal Executive Offices) (Zip Code)  
**(225) 926-1000**

(Registrant's 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:

- 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Per the recommendation of its Nominating and Governance Committee and pursuant to Article II, Sections 3 and 4 of the Company's Amended and Restated By-Laws, the Board of Directors of Lamar Advertising Company (the

Company) expanded the Board of Directors from seven to eight members and elected John E. Koerner, III as a director to fill the vacancy in the Board created thereby to serve until the Company's next Annual Meeting of the Stockholders and until his successor is duly elected and qualified, or until his earlier death, resignation or removal.

Mr. Koerner was also appointed to serve as a member of the Company's Audit Committee.

Mr. Koerner has been the managing member of Koerner Capital, LLC, a private investment company, or the President of its predecessor, Koerner Capital Corporation since 1995. He serves on a number of business boards including Legg Mason, Inc., St. Charles Pharmaceuticals, Finetooth, Inc. and Selltis.

As a non-employee director, Mr. Koerner will be entitled to the Company's non-employee director compensation package, which currently consists of both cash and shares of the Company's Class A common stock. The Company currently pays its non-employee directors \$3,500 per month, plus \$1,500 for each committee meeting attended.

Mr. Koerner also received a restricted stock award of 295 shares of Class A common stock (the Stock Award) on the date of his election, which represents the pro rata portion of the \$35,000 grant made to non-employee directors also serving on a Committee of the Board for the five months remaining in his current term based upon the \$49.36 closing price of the Company's Class A common stock on the date of election. The Stock Award was 50% vested on the grant date with the remaining 50% to vest on the last day of Mr. Koerner's term as a director (the business day prior to the Company's next Annual Stockholders Meeting).

Other than receiving the standard fees for serving on the Board described above, there have been no transactions since the beginning of the Company's last fiscal year, or any currently proposed transaction, or series of similar transactions, to which the Company was or is to be a party, in which the amount involved exceeds \$120,000 and in which Mr. Koerner had or will have a direct or indirect material interest. There are no family relationships between Mr. Koerner and any other officer or director of the Company. There are no arrangements or understandings between Mr. Koerner and any other person, pursuant to which Mr. Koerner was selected as a director.

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**SIGNATURE**

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.

**LAMAR ADVERTISING COMPANY**

(Registrant)

Date: December 14, 2007

By: /s/ Keith Istre

Name: Keith Istre

Title: Chief Financial Officer