

LAMAR ADVERTISING CO/NEW  
Form 8-K  
March 19, 2012

**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): March 14, 2012**

**LAMAR ADVERTISING COMPANY**

**(Exact Name of Registrant as Specified in its Charter)**

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

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

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

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**5321 Corporate Blvd.**

**Baton Rouge, LA 70808**

**(Address of Principal Executive Offices) (Zip Code)**

**(225) 926-1000**

**(Registrant's telephone number, including area code)**

**N/A.**

**(Former name or former address, if changed since last report)**

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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.****Executive Compensation**

On March 14, 2012, the Compensation Committee of the Board of Directors of Lamar Advertising Company (the Company) set the base salaries and approved both a performance-based cash and equity bonus programs and a separate discretionary cash bonus program for the Company's executive officers for fiscal 2012.

The following table sets forth the 2012 base salary for each of the Company's executive officers:

| <b>Executive Officer</b>  | <b>2012 Base Salary</b> |
|---|-------------------------|
| Kevin P. Reilly, Jr.<br>President, Chairman of the Board of Directors | \$ 700,000              |
| Sean E. Reilly<br>Chief Executive Officer                             | \$ 700,000              |
| Keith A. Istre<br>Chief Financial Officer and Treasurer               | \$ 450,000              |

The increase to Sean Reilly's base salary will be effective as of April 1, 2012.

Under the performance-based bonus programs, each of the Company's executive officers has an opportunity to earn a cash bonus and an award of unrestricted shares of the Company's Class A Common Stock (the Common Stock). The amount of cash bonus and the number of unrestricted shares of Common Stock earned by each executive officer will be determined according to formulas set by the Compensation Committee at the meeting. The formulas are based upon levels of the Company's pro forma net revenue growth and pro forma EBITDA growth in fiscal 2012 over fiscal 2011. Under the formulas, each executive officer may earn up to a maximum of 200% of his target cash bonus and 100% of his target equity award. Any bonus under these programs will be paid and issued when the Compensation Committee certifies (after the close of fiscal 2012) the extent to which the enumerated performance criteria have been satisfied.

The following table sets forth the 2012 target cash and equity bonuses for each of the Company's executive officers, which assumes 100% achievement of each performance metric:

| <b>Executive Officer</b>  | <b>2012 Target Cash Bonus</b> | <b>2012 Target Unrestricted Stock Grant</b> |
|---|-------------------------------|---|
| Kevin P. Reilly, Jr.<br>President, Chairman of the Board of Directors | \$ 400,000 <sup>(1)</sup>     | 44,000 shares                               |
| Sean E. Reilly<br>Chief Executive Officer                             | \$ 250,000 <sup>(2)</sup>     | 44,000 shares                               |
| Keith A. Istre<br>Chief Financial Officer and Treasurer               | \$ 250,000 <sup>(3)</sup>     | 26,000 shares                               |

- (1) Mr. Kevin P. Reilly, Jr. may earn up to 200% of his target bonus, for a total cash bonus opportunity of up to \$800,000, upon the attainment of enumerated performance goals that exceed target under the bonus program.
- (2) Mr. Sean E. Reilly may earn up to 200% of his target bonus, for a total cash bonus opportunity of up to \$500,000, upon the attainment of enumerated performance goals that exceed target under the bonus program.
- (3) Mr. Keith A. Istre may earn up to 200% of his target bonus, for a total cash bonus opportunity of up to \$500,000, upon the attainment of enumerated performance goals that exceed target under the bonus program.

In addition, the Compensation Committee also adopted a discretionary bonus program for fiscal 2012. Under this program, the Committee may grant an additional cash bonus to any executive officer in an amount up to 50% of such executive officers' base salary. Such bonus (if any) will be awarded solely at the discretion of the Compensation Committee based on an evaluation of each executive officer's respective 2012 performance.

**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: March 16, 2012

By /s/ Keith Istre  
Name: Keith Istre  
Title: Chief Financial Officer