

Abrams David C
Form 4
August 09, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ABRAMS CAPITAL
MANAGEMENT, L.P.

2. Issuer Name and Ticker or Trading Symbol
LAMAR ADVERTISING CO/NEW
[LAMR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
222 BERKELEY STREET, 22ND
FLOOR,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

BOSTON, MA 02116

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

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

(City) (State) (Zip)

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, par value \$0.001 per share	08/07/2012		S		40,000	D	\$ 31.555	8,678,453	I	See Footnotes (1) (2) (3) (4) (5) (7)
Class A Common Stock, par value \$0.001	08/07/2012		S		207,034	D	\$ 31.5109	8,471,419	I	See Footnotes (1) (2) (3) (4) (5) (7)

per share

Class A Common Stock, par value	08/08/2012	S	25,233	D	\$ 34.8579	8,446,186	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u> <u>(7)</u>
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per share

Class A Common Stock, par value	08/08/2012	S	287,352	D	\$ 34.5796	8,158,834	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u> <u>(7)</u>
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per share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116		X		
ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 22ND FLOOR		X		

BOSTON, MA 02116

Abrams David C
222 BERKELEY STREET
22ND FLOOR
BOSTON, MA 02116

X

ABRAMS CAPITAL LLC
222 BERKELEY STREET
22ND FLOOR
BOSTON, MA 02116

X

Signatures

/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member	08/09/2012
__Signature of Reporting Person	Date
/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member	08/09/2012
__Signature of Reporting Person	Date
/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member	08/09/2012
__Signature of Reporting Person	Date
/s/ David C. Abrams	08/09/2012
__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) These securities are held by investment funds, the general partner and/or investment adviser of which is directly or indirectly controlled by David C. Abrams. In such capacity, Mr. Abrams may be deemed to beneficially own the reported securities.

These securities are held by investment funds for which Abrams Capital Management, L.P. (the "LP") serves as investment adviser.
- (2) Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
- (3) A portion of these securities are held by investment funds for which Abrams Capital, LLC ("Abrams Capital") serves as general partner. In such capacity, Abrams Capital may be deemed to beneficially own the reported securities.

Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and
- (4) the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

Of the shares of Class A Common Stock sold on August 7, 2012, (i) 37,591 shares sold at \$31.555 per share and 194,568 shares sold at \$31.5109 per share may be deemed to have been beneficially owned by Abrams Capital; and (ii) all shares reported herein as having been sold on such date may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.
- (5) Of the shares of Class A Common Stock sold on August 8, 2012, (i) 23,714 shares sold at \$34.8579 per share and 270,049 shares sold at \$34.5796 per share may be deemed to have been beneficially owned by Abrams Capital; and (ii) all shares reported herein as having been sold on such date may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.
- (6) As of August 7, 2012, Abrams Capital may be deemed to have beneficially owned 7,961,318 shares of Class A Common Stock and Mr. Abrams, the LP and the LLC may be deemed to have beneficially owned 8,471,419 shares of Class A Common Stock. As of August 8, 2012, Abrams Capital may be deemed to beneficially own 7,667,555 shares of Class A Common Stock and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 8,158,834 shares of Class A Common Stock.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.