

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K
CURRENT REPORTPursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934Date of Report (Date of earliest event reported):
JULY 28, 1999LAMAR ADVERTISING COMPANY
(Exact name of registrant as specified in its charter)DELAWARE
(State or other jurisdiction
of incorporation)0-20833
(Commission File
Number)72-1449411
(IRS Employer
Identification No.)5551 CORPORATE BOULEVARD, BATON ROUTE, LOUISIANA 70808
(Address of principal executive offices and zip code)(225) 926-1000
(Registrant's telephone number, including area code)

CO-REGISTRANT

Exact Name of Registrant as Specified in its Charter -----	State or other Jurisdiction of Incorporation or Organization -----	IRS Employer Identification Number -----
Lamar Media Corp.	Delaware	72-1205791

ITEM 5. OTHER EVENTS.

Lamar Advertising Company has commenced a public offering of \$250,000,000 of convertible notes. Filed herewith as Exhibit 99.1 is a copy of a press release that was issued today describing the offering.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

99.1 Press release issued by the registrant on July 28, 1999.

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.

Date: July 28, 1999

LAMAR ADVERTISING COMPANY

By: /s/ Kevin P. Reilly, Jr.

Kevin P. Reilly, Jr.
President and Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Press release issued by the registrant on July 28, 1999.

Lamar Advertising Company
5551 Corporate Blvd.
Baton Rouge, LA 70808

Company Contact: Keith Istre, CFO
(225) 926-1000

Lamar Announces \$250 Million
Convertible Notes Offering

BATON ROUGE, La - (BUSINESS WIRE) --- July 28, 1999 --- Lamar Advertising Company (NASDAQ: LAMR) announced that it has commenced an offering of \$250,000,000 of Convertible Notes through Goldman Sachs & Co., Deutsche Banc Alex. Brown, Morgan Stanley Dean Witter and Salomon Smith Barney as underwriters. The proceeds of the Convertible Notes will be used to pay existing bank debt.

Lamar previously announced a holding company restructuring to provide additional financing flexibility. The Convertible Notes are planned to be issued by the new holding company.

As earlier reported, Lamar has agreed to purchase the outdoor advertising business of Chancellor Media Outdoor Advertising Corporation for \$700 million in cash and 26,227,273 shares of Lamar Class A Common Stock, subject to satisfaction of certain closing conditions. Lamar expects to fund the cash portion of the purchase price with bank loans under a new credit facility which it expects to put in place.

The offering of the Convertible Notes is being made only by means of a prospectus, a copy of which may be obtained from any of the underwriters. The sale of the Convertible Notes is expected to take place on or about August 9, 1999.

Lamar Advertising Company is a leading outdoor advertising company currently operating 107 outdoor advertising companies in 36 states, logo franchises in 20 states and the province of Ontario, Canada and 23 transit advertising franchises in nine states.