

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended March 31, 1998
or

[] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from

Commission file number 0-20833

LAMAR ADVERTISING COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

72-1205791
(I.R.S. Employer
Identification No.)

5551 Corporate Blvd.,
Baton Rouge, LA
(Address of principal
executive officers)

70808
(Zip Code)

Registrant's telephone number, including area code (504) 926-1000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding as of</u> <u>May 5, 1998</u>
Class A Common Stock, \$.001 par value	28,710,156
Class B Common Stock, \$.001 par value	18,762,909

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PART I - FINANCIAL INFORMATION
ITEM 1.- FINANCIAL STATEMENTS

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	December 31, <u>1997</u>	March 31, <u>1998</u>
<u>ASSETS</u>		
Cash and cash equivalents	\$ 7,246	\$ 4,041
Receivables		
Trade accounts, net	29,854	28,333
Affiliates, related parties and employees	788	573
Other	<u>1,284</u>	<u>697</u>
Net receivables	31,926	29,603
Prepaid expenses	9,112	8,971
Other current assets	<u>1,136</u>	<u>4,552</u>
Total current assets	<u>49,420</u>	<u>47,167</u>
Property, plant and equipment	429,615	469,207
Less accumulated depreciation and amortization	<u>(113,477)</u>	<u>(121,888)</u>
Net property, plant and equipment	<u>316,138</u>	<u>347,319</u>
Investment securities	679	329
Intangible assets	278,923	296,571
Receivables - noncurrent	1,625	1,883
Other assets	<u>4,551</u>	<u>6,273</u>
Total assets	<u>651,336</u>	<u>699,542</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Trade accounts payable	3,308	3,749
Accrued expenses	14,804	13,710
Current maturities of long-term debt	5,109	5,300
Deferred income	<u>7,537</u>	<u>7,976</u>
Total current liabilities	30,758	30,735
Long-term debt	534,091	582,907
Deferred income	837	968
Other liabilities	2,250	3,591
Deferred tax liability	<u>14,687</u>	<u>13,004</u>
Total liabilities	<u>582,623</u>	<u>631,205</u>

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS, CONTINUED
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	December 31, <u>1997</u>	March 31, <u>1998</u>
<u>STOCKHOLDERS' EQUITY</u>		
Class A preferred stock, par value \$638, \$63.80 cumulative dividends, authorized 10,000 shares; 5,719.49 shares issued and outstanding at December 31, 1997, and March 31, 1998, respectively	3,649	3,649
Class A common stock, \$.001 par value, authorized 75,000,000 shares; issued and outstanding 28,453,805 shares and 28,696,046 shares at December 31, 1997 and March 31, 1998, respectively	28	29
Class B common stock, \$.001 par value, authorized 37,500,000 shares; issued and outstanding 18,762,909 shares at December 31 1997 and March 31, 1998	19	19
Additional paid in capital	95,691	100,214
Accumulated deficit	(30,320)	(35,003)
Accumulated other comprehensive income Unrealized loss on investment securities net of deferred tax benefit	<u>(354)</u>	<u>(571)</u>
Stockholders' equity	<u>68,713</u>	<u>68,337</u>
 Total liabilities and stockholders' equity	 <u>\$ 651,336</u>	 <u>699,542</u>

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	Three Months Ended March 31, 1997	Three Months Ended March 31, 1998
<u>Revenues</u>		
Outdoor advertising, net	\$ 37,682	\$ 58,291
Other income	<u>165</u>	<u>106</u>
	<u>37,847</u>	<u>58,397</u>
<u>Operating expenses</u>		
Direct advertising expenses	13,467	20,830
Selling, general and administrative expenses	9,253	13,216
Depreciation and amortization	<u>6,750</u>	<u>17,605</u>
	<u>29,470</u>	<u>51,651</u>
Operating income	<u>8,377</u>	<u>6,746</u>
<u>Other expense (income)</u>		
Interest income	(1,121)	(107)
Interest expense	6,944	13,326
Loss (gain) on disposition of assets	447	(337)
Other expenses	<u>13</u>	<u>20</u>
	<u>6,283</u>	<u>12,902</u>
Earnings (loss) before income taxes	2,094	(6,156)
Income tax expense (benefit)	<u>798</u>	<u>(1,565)</u>
Net earnings (loss)	<u>1,296</u>	<u>(4,591)</u>
Preferred stock dividends	<u>91</u>	<u>91</u>
Net earnings (loss) applicable to common stock	<u>1,205</u>	<u>(4,682)</u>
Net earnings (loss) per common share (basic)	<u>.03</u>	<u>(.10)</u>
Net earnings (loss) per common share (diluted)	<u>.03</u>	<u>(.10)</u>
Weighted average common shares outstanding	46,993,572	47,350,919
Incremental common shares from dilutive stock options	<u>430,868</u>	<u>- -</u>
Weighted average common shares assuming dilution	<u>47,424,440</u>	<u>47,350,919</u>

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	Three Months Ended <u>March 31, 1997</u>	Three Months Ended <u>March 31, 1998</u>
Net earnings (loss) applicable to common stock	\$ 1,205	\$ (4,682)
Other comprehensive income - unrealized gain (loss) on investment securities (net of deferred tax expense (benefit) of \$402 and \$(133) for three months ending March 31, 1997 and 1998, respectively).	<u>658</u>	<u>(217)</u>
Comprehensive Income	<u><u>1,863</u></u>	<u><u>(4,899)</u></u>

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(IN THOUSANDS)

	<u>Three Months Ended</u> <u>March 31, 1997</u>	<u>Three Months Ended</u> <u>March 31, 1998</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>		
Net earnings (loss)	\$ 1,296	(4,591)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Depreciation and amortization	6,750	17,605
Loss (gain) on disposition of assets	447	(337)
Deferred taxes	704	(1,550)
Provision for doubtful accounts	405	551
Changes in operating assets and liabilities:		
Decrease (Increase) in:		
Receivables	(601)	2,772
Prepaid expenses	(47)	(115)
Other assets	(716)	(2,315)
Increase (Decrease) in:		
Trade accounts payable	(1,778)	(444)
Accrued expenses	2,411	(1,178)
Other liabilities	(40)	20
Deferred income	<u>681</u>	<u>570</u>
Net cash provided by operating activities	<u>9,512</u>	<u>10,988</u>
 <u>CASH FLOWS FROM INVESTING ACTIVITIES:</u>		
Increase in notes receivable	- - -	(250)
Acquisition of new markets	(3,974)	(54,990)
Capital expenditures	(7,382)	(11,069)
Proceeds from disposition of assets	<u>427</u>	<u>599</u>
Net cash used in investing activities	<u>(10,929)</u>	<u>(65,710)</u>

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(IN THOUSANDS)

	Three Months Ended <u>March 31, 1997</u>	Three Months Ended <u>March 31, 1998</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES:</u>		
Net proceeds from issuance of common stock	29	2,601
Principal payments on long-term debt	(1,141)	(1,063)
Proceeds from issuance of notes payable	34	70
Net borrowings under credit agreements	--	50,000
Dividends	<u>(91)</u>	<u>(91)</u>
Net cash provided by (used) in financing activities	<u>(1,169)</u>	<u>51,517</u>
Net decrease in cash and cash equivalents	(2,586)	(3,205)
Cash and cash equivalents at beginning of period	<u>81,007</u>	<u>7,246</u>
Cash and cash equivalents at end of period	\$ <u>78,421</u>	<u>4,041</u>
<u>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</u>		
Cash paid for interest	\$ <u>866</u>	<u>10,783</u>
Cash paid for state and federal income taxes	\$ <u>2,184</u>	<u>848</u>

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

1. Significant Accounting Policies

The information included in the foregoing interim financial statements is unaudited. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the Company's financial position and results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year. These condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K.

Earnings per share are computed in accordance with SFAS No. 128, "Earnings Per Share." SFAS No. 128 requires the replacement of previously reported primary and fully diluted earnings per share required by Accounting Principles Board Opinion No. 15 with earnings per share and diluted earnings per share. The calculations of earnings per share excludes any dilutive effect of stock options, while diluted earnings per share includes the dilutive effect of stock options. Per share amounts for all periods presented have been restated to conform to the requirements of SFAS No. 128.

Certain amounts in the prior year's consolidated financial statements have been reclassified to conform with the current year presentation. These reclassifications had no effect on previously reported net earnings.

New Accounting Pronouncements

In April 1998, the American Institute of Certified Public Accountants issued Statement of Position ("SOP") 98-5, Reporting on the Costs of Start-Up Activities. SOP 98-5 is effective for financial statements for fiscal years beginning after December 15, 1998, and requires that the costs of start-up activities, including organizational costs, be expensed as incurred. At March 31, 1998, the Company estimates that \$1,456 of capitalized costs are included in intangible assets on the Company's balance sheet.

Effective January 1, 1998, the Company adopted the Statement of Financial Accounting Standards (SFAS) No. 130 "Reporting Comprehensive Income", which requires disclosure, in financial statement format, all non-owner changes in equity. Adoption of this statement requires the presentation of comprehensive income, which includes the unrealized gain or loss on investment securities.

2. Acquisitions

On January 2, 1998, the Company purchased all the outdoor advertising assets of Ragan Outdoor Advertising Company, Ragan Outdoor Advertising Company of Cedar Rapids, and Ragan Outdoor Advertising Company of Rockford, L.L.C. for a cash purchase price of \$25,000. The acquisition consisted of displays located in Rockford, Illinois, Cedar Rapids, Iowa and Davenport, Iowa.

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

On January 30, 1998, the Company acquired all of the outdoor advertising assets

of three related outdoor advertising companies (Pioneer Advertising Company, Superior Outdoor Advertising Company and Overland Outdoor Advertising Company, Inc.) located in Missouri and Arkansas for a cash purchase price of \$19,200.

During the three months ended March 31, 1998, the Company completed six additional acquisitions of outdoor advertising assets, none of which were individually significant, for an aggregate cash purchase price of approximately \$10,622.

Each of these acquisitions were accounted for under the purchase method of accounting, and accordingly, the accompanying financial statements include the results of operations of each acquired entity from the date of acquisition. The acquisition costs have been allocated to assets acquired and liabilities assumed based on fair market value at the dates of acquisition. The following is a summary of the allocation of the acquisition costs in the above transactions.

Current assets	1,080
Property, plant and equipment	30,173
Intangible assets	24,413
Current liabilities	969

Summarized below are certain unaudited pro forma statement of operations data for the three months ended March 31, 1997 and March 31, 1998 as if each of the above acquisitions and the acquisitions occurring in 1997, which are discussed in the Company's December 31, 1997 Consolidated Financial Statements, had been consummated as of January 1, 1997. This pro forma information does not purport to represent what the Company's results of operations actually would have been had such transactions occurred on the date specified or to project the Company's results of operations for any future periods.

	Three Months Ended <u>March 31, 1997</u>	Three Months Ended <u>March 31, 1998</u>
Revenues, net	\$ 55,181	\$ 58,773
Net loss applicable to common stock	(3,981)	(4,797)
Net loss per common share - basic	(.08)	(.10)
Net loss per common share - diluted	(.08)	(.10)

LAMAR ADVERTISING COMPANY AND
SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

3. Summarized Financial Information of Subsidiaries

Separate financial statements of each of the Company's direct or indirect wholly owned subsidiaries that have guaranteed the Company's obligations with respect to the 1996 Notes and 1997 Notes (collectively, the "Guarantors") are not included herein because the Guarantors are jointly and severally liable under the guarantees, and the aggregate assets, liabilities, earnings and equity of the Guarantors are substantially equivalent to the assets, liabilities, earnings and equity of the Company on a consolidated basis.

Summarized financial information for Missouri Logos, a Partnership, a 66 2/3% owned subsidiary of the Company and the only subsidiary of the Company that is not a Guarantor, is set forth below:

	<u>Three Months Ended March 31,</u> (Unaudited)	
	<u>1998</u>	<u>1997</u>
Balance Sheet Information:		
Current assets	252	242
Total assets	308	298
Total liabilities	-	12
Venturers' equity	308	286
Income Statement Information:		
Revenues	264	236
Net income	162	122

4. Subsequent Events

On May 1, 1998 the Company purchased all of the outdoor advertising assets of Northwest Outdoor Advertising, L.L.C. for a cash purchase price of \$68,500.

ITEM 2.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following is a discussion of the consolidated financial condition and results of operations of the Company for the three months ended March 31, 1998 and 1997. This discussion should be read in conjunction with the consolidated financial statements of the Company and the related notes.

The following discussion is a summary of the key factors management considers necessary in reviewing the Company's results of operations, liquidity and capital resources. The future operating results of the Company may differ materially from the results described below. Please refer to Exhibit 99.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1997 for a discussion of certain factors which may affect the Company's future operating performance.

RESULTS OF OPERATIONS

Three Months Ended March 31, 1998 Compared to Three Months Ended March 31, 1997

Net revenues increased \$20.6 million or 54.3% to \$58.4 million for the three months ended March 31, 1998 as compared to the same period in 1997. This increase was the result of a (i) \$20.0 million increase in billboard net revenues, of which \$16.6 million is attributable to the Company's acquisitions since August, 1996, with the remaining \$3.4 million attributable to existing operations, and a (ii) \$.8 million increase in logo sign revenue due to the completion and development of the new state logo sign franchises awarded and acquired in 1997 and the continued expansion of the Company's existing logo sign franchises.

Operating expenses, exclusive of depreciation and amortization, increased \$11.3 million or 49.9% for the three months ended March 31, 1998 as compared to the same period in 1997. This was primarily the result of the additional operating expenses related to acquired outdoor advertising assets and the newly developed and acquired logo sign franchises.

Depreciation and amortization expense increased \$10.9 million or 160.8% from \$6.8 million for the three months ended March 31, 1997 to 17.6 million for the three months ended March 31, 1998 as a result of an increase in capitalized assets resulting from the Company's recent acquisition activity.

Due to the above factors, operating income decreased \$1.6 million or 19.5% to \$6.7 million for three months ended March 31, 1998 from \$8.4 million for the same period in 1997.

Interest income decreased \$1.0 million as a result of earnings on excess cash investments made during the three months ended March 31, 1997 as compared to the same period in 1998. Interest expense increased \$6.4 million from \$6.9 million for the three months ended March 31, 1997 to \$13.3 million for the same period in 1998 as a result of interest expense on the 1997 Notes issued by the company in September, 1997 and additional borrowings under the Bank Credit Facility.

Income tax expense decreased \$2.4 million creating a tax benefit of \$1.6 million for the three months ended March 31, 1998 as compared to the same period in 1997. The effective tax rate for the three months ended March 31, 1998 is 25.4% of which is less than the Company's historical effective tax rate due to permanent differences resulting from non-deductible amortization of goodwill.

As a result of the above factors, the Company recognized a net loss for the three months ended March 31, 1998 of \$4.6 million, as compared to net earnings of \$1.3 million for the same period in 1997.

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically satisfied its working capital requirements with cash from operations and revolving credit borrowings. Its acquisitions have been financed primarily with borrowed funds.

In January 1998, the Company financed the Ragan Outdoor and Derby Outdoor acquisitions with a \$26.0 million draw under the Revolving Facility, and in February 1998 the Company financed the acquisition of Pioneer Outdoor with a \$19.0 million draw under the Revolving Facility. At March 31, 1998, following these acquisitions, the Company had \$115 million available under the Revolving Facility and \$75 million available but not committed under the Incremental Facility. In April 1998, the Company financed the Northwest Outdoor and Farrar Outdoor acquisitions with draws totaling \$70 million under the Revolving Facility. The Company currently has \$35 million available under the Revolving Facility and \$75 million available but not committed under the Incremental Facility. The Company expects to pursue a policy of continued growth through acquisitions. As a result, the Company will be required to raise additional funds to finance additional acquisition activity, which may require an additional equity or debt offering or a combination of these.

The Company's net cash provided by operating activities increased to \$11.0 million for the three months ended March 31, 1998 due primarily to an increase in noncash items of \$8.0 million, which includes an increase in depreciation and amortization of \$10.9 million offset by a decrease in deferred tax expense of \$2.3 million. The increase in noncash items was offset by a decrease in net earnings of \$5.9 million, a decrease in accrued expenses of \$3.6 million and an increase in other assets of \$1.6 million. There was also a decrease in receivables of \$3.4 million and an increase in trade accounts payable of \$1.3 million. Net cash used in investing activities increased \$54.8 million from \$10.9 million for the three months ended March 31, 1997 to \$65.7 million for the same period in 1998. This increase was due to a \$51.0 million increase in purchase of new markets and a \$3.7 million increase in capital expenditures. Net cash provided by financing activities increased \$52.7 million for the three months ended March 31, 1998 due to a \$50.0 million increase in net borrowings under credit agreements due to additional borrowings under the Revolving Credit facility to finance acquisitions and a \$2.6 million increase in net proceeds from issuance of common stock.

The Company believes that internally generated funds and funds available for borrowing under the Bank Credit Agreement will be sufficient for the foreseeable future to satisfy all debt service obligations and to finance its current operations.

Regulation of Tobacco Advertising

Approximately 9% of the Company's outdoor advertising net revenues and 8% of consolidated net revenues in fiscal 1997 came from the tobacco products industry, compared to 10% of billboard advertising net revenues for fiscal 1996, 9% for fiscal 1995, 7% for fiscal 1994 and 1993, and 12% for fiscal 1992. The tobacco percentage for the three months ended March 31, 1998 was approximately 9%. Manufacturers of tobacco products, principally cigarettes, were historically major users of outdoor advertising displays. Beginning in 1992, the leading tobacco companies substantially reduced their domestic advertising expenditures in response to societal and governmental pressures and other factors. Although the Company has attempted to replace tobacco advertising by diversifying its customer base and increasing sales to local advertisers, there can be no assurance that the tobacco industry will not further reduce advertising expenditures in the future either voluntarily or as a result of governmental regulations or as to what affect any such reduction may have on the Company.

In June 1997 several of the major tobacco companies in the U.S. and numerous state attorneys general reached agreement on a proposed settlement of litigation between such parties. The terms of this proposed settlement include a ban on all outdoor advertising of tobacco products commencing nine months after finalization of the settlement. The settlement, however, is subject to numerous conditions, the most notable of which is the enactment of legislation by the federal government. At this time, it is uncertain when a definitive settlement will be reached, if at all, or what the terms of any such settlement will be. A reduction in billboard advertising by the tobacco industry could cause an immediate reduction in the Company's outdoor advertising revenues, may simultaneously increase the Company's available inventory, and could have a material adverse effect on the Company's results of operations. The Company believes, however, that it would be able to replace a substantial portion of revenues from tobacco advertising that would be eliminated due to such a settlement with revenues from other sources.

In addition, the states of Florida, Mississippi and Texas have entered into separate settlements of litigation with the tobacco industry. None of these settlements are conditioned on federal government approval. The Florida and Mississippi settlements provided for the elimination of all outdoor advertising of tobacco products by February 1998 in such states and at such time all of the Company's tobacco billboards were removed. The Texas settlement requires the elimination of all outdoor advertising of tobacco products by June, 1998. The Company operates approximately 3,300 outdoor advertising displays in six markets in Texas and approximately \$.3 million of its approximate \$3.2 million in net revenues in Texas for the three months ended March 31, 1998 were attributable to tobacco advertising. Further, the settlement of tobacco-related claims and litigation in other jurisdictions may also adversely affect outdoor advertising revenues.

New Accounting Pronouncements

The FASB has issued SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information", which established a new accounting principle for reporting information about operating segments in annual financial statements and interim financial reports. It also established standards for related disclosures about products and services, geographic areas and major customers. SFAS No. 131 is effective for fiscal years beginning after December 15, 1997. The Company is currently evaluating the applicability of this standard. However, the Company does not expect a material impact on disclosures in the Company's financial statements.

The AICPA has issued SOP 98-5, "Reporting on the Costs of Start-Up Activities",

which requires costs of start-up activities and organization costs to be expensed as incurred. The statement is effective for financial statements for fiscal years beginning after December 15, 1998. At March 31, 1998, the Company estimates that \$1.5 million of capitalized costs are included in intangible assets on the Company's balance sheet.

Impact of Year 2000

The Company has conducted an assessment of its software and related systems and believes they are year 2000 compliant.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Not applicable

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

Exhibit 10.1 Amendment No. 4 to Credit Agreement dated as of March 31, 1998 between Lamar Advertising Company, certain of its subsidiaries, the lenders party thereto and The Chase Manhattan Bank, as administrative agent. Filed herewith.

Exhibit 27.1 Financial Data Schedule. Filed herewith.

(b) Reports on Form 8-K

None.

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 thereunto duly authorized.

LAMAR ADVERTISING COMPANY

DATED: May 7, 1998

BY: /s/Keith Istre
Keith A. Istre
Chief Financial and Accounting
Officer and Director