

ACUITY BRANDS INC
Form 4
November 06, 2006

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 *
MORGAN JOHN K

2. Issuer Name and Ticker or Trading Symbol
ACUITY BRANDS INC [AYI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ACUITY BRANDS, INC., 1170
PEACHTREE STREET, NESUITE
2400

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
ATLANTA, GA 30309

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/02/2006 | | M | 1,398 A \$ 29.95 | 110,076 | D | |
| Common Stock | 11/02/2006 | | S | 1,398 D \$ 48.8 | 108,678 | D | |
| Common Stock | 11/02/2006 | | M | 4,097 A \$ 37.85 | 112,775 | D | |
| Common Stock | 11/02/2006 | | F | 3,156 D \$ 49.12 | 109,619 | D | |
| Common Stock | 11/02/2006 | | M | 3,284 A \$ 29.95 | 112,903 | D | |

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Common Stock 11/02/2006 F 2,002 D \$ 49.12 110,901 ⁽¹⁾ D

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

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(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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option | \$ 29.95 | 11/02/2006 | | M | 1,398 | 09/22/2002 09/21/2008 | Common Stock | 1,398 |
| Employee Stock Option | \$ 29.95 | 11/02/2006 | | M | 3,284 | 09/23/2001 09/21/2008 | Common Stock | 3,284 |
| Employee Stock Option | \$ 37.85 | 11/02/2006 | | M | 4,097 | 09/21/2002 09/22/2007 | Common Stock | 4,097 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORGAN JOHN K C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2400 ATLANTA, GA 30309 | | | Executive Vice President | |

Signatures

By: Jill A. Gilmer, under Power of Attorney For: John K. Morgan

11/06/2006

__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) The total direct shares owned following the reported transactions include 74,041 time-vesting restricted shares.

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