

MURPHY KENYON W
Form 4
January 11, 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 *
MURPHY KENYON W

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice Pres. & Gen. Counsel

C/O ACUITY BRANDS, INC., 1170 PEACHTREE STREET, NESUITE 2400

(Street)

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

ATLANTA, GA 30309

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 01/09/2006 | | M | | 11,927 | A | \$ 16.5 | 45,138 | D |
| Common Stock | 01/09/2006 | | S | | 200 | D | \$ 36.39 | 44,938 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | | S | | 400 | D | \$ 36.38 | 44,538 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | | S | | 300 | D | \$ 36.35 | 44,238 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | | S | | 300 | D | \$ 36.34 | 43,938 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------------------|-------------|
| Common Stock | 01/09/2006 | S | 200 | D | \$ 36.33 | 43,738 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 500 | D | \$ 36.32 | 43,238 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 205 | D | \$ 36.3 | 43,033 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 200 | D | \$ 36.29 | 42,833 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 300 | D | \$ 36.27 | 42,533 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 1,700 | D | \$ 36.24 | 40,833 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 200 | D | \$ 36.23 | 40,633 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 300 | D | \$ 36.22 | 40,333 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 800 | D | \$ 36.2 | 39,533 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 1,000 | D | \$ 36.19 | 38,533 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 200 | D | \$ 36.18 | 38,333 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 600 | D | \$ 36.17 | 37,733 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 500 | D | \$ 36.16 | 37,233 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 700 | D | \$ 36.15 | 36,533 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 722 | D | \$ 36.14 | 35,811 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 800 | D | \$ 36.12 | 35,011 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 1,200 | D | \$ 36.09 | 33,811 ⁽¹⁾ | D |
| Common Stock | 01/09/2006 | S | 600 | D | \$ 36.08 | 33,211 ⁽¹⁾ | D |
| Common Stock | | | | | | 15 | I by Son(s) |

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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 16.5 | 01/09/2006 | | M | 11,927 | 10/24/2004 | 10/23/2010 | Common Stock | 11,927 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURPHY KENYON W C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2400 ATLANTA, GA 30309 | | | Sr. Vice Pres. & Gen. Counsel | |

Signatures

Kenyon W. Murphy
01/11/2006
 **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 14,861 time-vesting restricted shares.
- 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.