

PARHAM JOSEPH G JR
Form 4
August 15, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
PARHAM JOSEPH G JR

(Last) (First) (Middle)

1170 PEACHTREE STREET,
NE, SUITE 2400

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Human Resources

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/11/2005 | | M | 3,077 A \$ 13.8 | 43,281 | D | |
| Common Stock | 08/11/2005 | | S | 3,077 D \$ 28.99 | 40,204 ⁽¹⁾ | D | |
| Common Stock | | | | | 319 | I | by 401(k) |

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

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SEC 1474 (9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 15,800 | <u>(2)</u> 12/02/2011 | Common Stock | 15,800 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 1,100 | <u>(2)</u> 12/02/2011 | Common Stock | 1,100 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 2,300 | <u>(2)</u> 12/02/2011 | Common Stock | 2,300 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 3,200 | <u>(2)</u> 12/02/2011 | Common Stock | 3,200 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 1,200 | <u>(2)</u> 12/02/2011 | Common Stock | 1,200 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 1,500 | <u>(2)</u> 12/02/2011 | Common Stock | 1,500 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 500 | <u>(2)</u> 12/02/2011 | Common Stock | 500 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 4,900 | <u>(2)</u> 12/02/2011 | Common Stock | 4,900 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 100 | <u>(2)</u> 12/02/2011 | Common Stock | 100 | |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | | M | 300 | <u>(2)</u> 12/02/2011 | Common Stock | 300 | |

| | | | | | | | | |
|-----------------------|---------|------------|---|-------|------------|------------|--------------|-------|
| Employee Stock Option | \$ 13.8 | 08/11/2005 | M | 2,000 | <u>(2)</u> | 12/02/2011 | Common Stock | 2,000 |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | M | 100 | <u>(2)</u> | 12/02/2011 | Common Stock | 100 |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | M | 100 | <u>(2)</u> | 12/02/2011 | Common Stock | 100 |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | M | 1,900 | <u>(2)</u> | 12/02/2011 | Common Stock | 1,900 |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | M | 500 | <u>(2)</u> | 12/02/2011 | Common Stock | 500 |
| Employee Stock Option | \$ 13.8 | 08/11/2005 | M | 3,077 | <u>(2)</u> | 12/02/2011 | Common Stock | 3,077 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARHAM JOSEPH G JR 1170 PEACHTREE STREET, NE SUITE 2400 ATLANTA, GA 30309 | | | SVP, Human Resources | |

Signatures

Joseph G. Parham 08/14/2005

**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 transaction includes 25,668 time-vesting restricted shares and 1,188 shares held in a Section 423 stock purchase plan.
 - (2) This option vested in equal annual installments over a three year period and became fully vested on December 3, 2004.

Remarks:

This Form 4 filing is being transmitted in two parts due to limitation of the number of transactions that can reported via the EDGAR system. 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.