

ACUITY BRANDS INC  
Form 4/A  
May 03, 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 \*  
**HEAGLE JAMES H**

(Last) (First) (Middle)

C/O ACUITY BRANDS, INC., 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)  
**08/23/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/25/2005**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Executive Vice President**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 08/23/2005                           |  | A                              | (A)<br>or<br>(D)<br>A   | 2,375<br>(1)<br>\$ 0<br>(1)<br>37,550 (2)   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 201   | I  | by 401(k)                         |

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

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(9-02)

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**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) | 8. Price or Value of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Units                                | (3)  | 08/23/2005                           |  | A                              | 2,375<br>(4)  | (5) (5)  | Common Stock 2,375  | \$  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| HEAGLE JAMES H<br>C/O ACUITY BRANDS, INC.<br>1170 PEACHTREE STREET, NE, SUITE 2400<br>ATLANTA, GA 30309 |               |           | Executive Vice President |       |

## Signatures

Jill A. Gilmer, under Power of Attorney for James H. Heagle  
 Date: 05/03/2006

\*\*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) Issued upon the achievement of performance targets set forth in a Restricted Stock Award Agreement dated December 18, 2002 under the Company's Long-Term Incentive Plan. Shares remain restricted until November 30, 2006, and at that time are payable one-third in cash and two-thirds in shares.
- (2) The total direct shares owned following the reported transactions includes 24,598 time-vesting restricted shares.
- (3) 1-for-1
- (4) Issued upon the achievement of performance targets set forth in a Restricted Stock Award Agreement dated December 18, 2002 under the Company's Long-Term Incentive Plan. At the time of the award, the Reporting Person elected to have 50% of restricted stock earned deferred into the Acuity Brands Supplemental Deferred Savings Plan.
- (5) Stock Units and any dividend equivalents earned on Stock Units are held in Acuity Brands Supplemental Deferred Savings Plan and will be paid in cash according to the plan's provisions.
- (6) This amendment is being filed solely to report a correction to the total number of Share Units held in the Supplemental Deferred Savings Plan following the reported transaction. The original Form 4, filed on August 25, 2005, incorrectly reported the total as 13,979 instead of 13,991.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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