

PARHAM JOSEPH G JR
Form 4
February 21, 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 *
PARHAM JOSEPH G JR

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)
02/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President HR

(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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock ⁽¹⁾	02/17/2006		M			22,500	A	\$ 13.8	64,337 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006		S			5,500	D	\$ 40.19	58,837 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006		S			300	D	\$ 40.18	58,537 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006		S			700	D	\$ 40.16	57,837 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006		S			4,600	D	\$ 40.15	53,237 ⁽²⁾	D	

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Common Stock ⁽¹⁾	02/17/2006	S	1,100	D	\$ 40.14	52,137 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	700	D	\$ 40.13	51,437 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	1,000	D	\$ 40.12	50,437 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	1,600	D	\$ 40.11	48,837 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	1,200	D	\$ 10.1	47,637 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	2,100	D	\$ 40.09	45,537 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	2,000	D	\$ 40.08	43,537 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	700	D	\$ 40.07	42,837 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	100	D	\$ 40.06	42,737 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	800	D	\$ 40.05	41,937 ⁽²⁾	D	
Common Stock ⁽¹⁾	02/17/2006	S	100	D	\$ 40.04	41,837 ⁽²⁾	D	
Common Stock						194	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)

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 ⁽¹⁾	\$ 13.8	02/17/2006	M	22,500	⁽³⁾	12/02/2011	Common Stock	22,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARHAM JOSEPH G JR C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2400 ATLANTA, GA 30309			Senior Vice President HR	

Signatures

Joseph G.
Parham

02/21/2006

 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 transaction(s) reported herein was(were) effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 26, 2004.
- (2) The total direct shares owned following the reported transaction includes 21,209 time-vesting restricted shares and 1,205 shares held in a Section 423 stock purchase plan.
- (3) This option vested in equal annual installments over a three year period and became fully vested on December 3, 2004.

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.