MCCULLOUGH ROBERT F

Form 4

February 02, 2006

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

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)

(Last)

(City)

1. Name and Address of Reporting Person *

MCCULLOUGH ROBERT F

(Middle)

2. Issuer Name and Ticker or Trading Symbol

ACUITY BRANDS INC [AYI]

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2006

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

(First)

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

Officer (give title

ATLANTA, GA 30309

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

Securities

(Instr. 4)

(I)

(D) or Indirect Beneficial Ownership (Instr. 4)

Indirect

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

6. Ownership

Form: Direct

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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 Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price of Underlying Securities Derivative

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units (1)	<u>(2)</u>	02/01/2006		A	300		(3)	(3)	Common Stock	300	\$ 38.1

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCCULLOUGH ROBERT F C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2400 ATLANTA, GA 30309

Signatures

By: Jill A. Gilmer, under Power of Attorney For: Robert F.
McCullough

02/02/2006

**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).

X

- Stock Units are accrued under the Issuer's Nonemployee Directors' Deferred Stock Unit Plan and are payable in cash upon retirement in either lump sum or five annual installments. Accruals include required and elective deferral of director fees and reinvestment of dividend equivalents. During the Reporting Period, dividends earned and fees paid to the Reporting Person resulted in an increase in the number of units held.
- (2) 1-for-1
- (3) Stock Units issued pursuant to the Plan are payable in cash upon retirement in either a lump sum or five annual installments.

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.

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