

CLENDENIN JOHN L  
 Form 4  
 February 02, 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 \*  
 CLENDENIN JOHN L

(Last) (First) (Middle)

C/O ACUITY BRANDS, INC., 1170  
 PEACHTREE STREET, NESUITE  
 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)  
 02/01/2006

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)

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 |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of 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 <sup>(1)</sup> | <sup>(2)</sup>                           | 02/01/2006           | A               |  | 702              |                  | <sup>(3)</sup>      | <sup>(3)</sup>  | Common Stock | 702                        | \$ 38.1 |

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CLENDENIN JOHN L<br>C/O ACUITY BRANDS, INC.<br>1170 PEACHTREE STREET, NESUITE 2400<br>ATLANTA, GA 30309 |               | X         |         |       |

### Signatures

|   |            |
|---|------------|
| John L.<br>Clendenin                        | 02/01/2006 |
| <sup>**</sup> 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) 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.