

HONEYCUTT KENNETH W
 Form 4
 November 03, 2004

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 *
 HONEYCUTT KENNETH W

(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)
 11/01/2004

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/01/2004 | | M | | 20,000 A \$ 13.8 | 66,872 | D |
| Common Stock | 11/01/2004 | | F | | 10,403 D \$ 26.53 | 56,469 | D |
| Common Stock ⁽¹⁾ | 11/01/2004 | | F | | 3,160 D \$ 26.9 | 53,309 | D |

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

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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 | |
| Employee Stock Option | \$ 13.8 | 11/01/2004 | | M | 20,000 | <u>(2)</u> 12/02/2011 | Common Stock | 20,000 |
| Stock Units <u>(3)</u> | <u>(4)</u> | 11/01/2004 | | A | 76 | <u>(5)</u> <u>(5)</u> | Common Stock | 76 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HONEYCUTT KENNETH W 1170 PEACHTREE STREET, NE SUITE 2400 ATLANTA, GA 30309 | | | Executive Vice President | |

Signatures

Kenneth W.
Honeycutt, Jr. 11/03/2004

 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 transactions includes 14,268 time-vesting restricted shares.

(2) This option vests in equal annual installments over a four-year period.

(3) Stock Units held in Acuity Brands, Inc. Supplemental Deferred Savings Plan that will be paid in cash according to the Plan's provisions. During the Reporting Period, dividends paid resulted in an increase in the number of units held.

(4) 1-for-1

(5) Stock Units are payable in cash according to the provisions of the Acuity Brands, Inc. Supplemental Deferred Savings Plan.

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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