

HONEYCUTT KENNETH W
Form 4
March 03, 2005

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

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)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

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

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

(Street)
ATLANTA, 2Q 30309

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 03/01/2005 | | M | | | 11,100 | A | \$ 13.8 | 73,399 | D | |
| Common Stock | 03/01/2005 | | S | | | 11,100 | D | \$ 27.33 | 62,299 | D | |
| Common Stock | 03/01/2005 | | M | | | 1,100 | A | \$ 13.8 | 63,399 | D | |
| Common Stock | 03/01/2005 | | S | | | 1,100 | D | \$ 27.26 | 62,299 | D | |
| Common Stock | 03/01/2005 | | M | | | 1,800 | A | \$ 13.8 | 64,099 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/01/2005 | S | 1,800 | D | \$ 27.25 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 1,400 | A | \$ 13.8 | 63,699 | D |
| Common Stock | 03/01/2005 | S | 1,400 | D | \$ 27.23 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 300 | A | \$ 13.8 | 62,599 | D |
| Common Stock | 03/01/2005 | S | 300 | D | \$ 27.2 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 400 | A | \$ 13.8 | 62,699 | D |
| Common Stock | 03/01/2005 | S | 400 | D | \$ 27.15 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 2,600 | A | \$ 13.8 | 64,899 | D |
| Common Stock | 03/01/2005 | S | 2,600 | D | \$ 27.1 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 100 | A | \$ 13.8 | 62,399 | D |
| Common Stock | 03/01/2005 | S | 100 | D | \$ 27.07 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 6,000 | A | \$ 13.8 | 68,299 | D |
| Common Stock | 03/01/2005 | S | 6,000 | D | \$ 27.06 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 1,600 | A | \$ 13.8 | 63,899 | D |
| Common Stock | 03/01/2005 | S | 1,600 | D | \$ 27.05 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 400 | A | \$ 13.8 | 62,699 | D |
| Common Stock | 03/01/2005 | S | 400 | D | \$ 27.04 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 1,900 | A | \$ 13.8 | 64,199 | D |
| Common Stock | 03/01/2005 | S | 1,900 | D | \$ 27.03 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 4,200 | A | \$ 13.8 | 66,499 | D |
| | 03/01/2005 | S | 4,200 | D | | 62,299 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|----------|---|
| Common Stock | | | | | | \$ 27.02 | |
| Common Stock | 03/01/2005 | M | 400 | A | \$ 13.8 | 62,699 | D |
| Common Stock | 03/01/2005 | S | 400 | D | \$ 27.01 | 62,299 | D |
| Common Stock | 03/01/2005 | M | 3,900 | A | \$ 13.8 | 66,199 | D |
| Common Stock | 03/01/2005 | S | 3,900 | D | \$ 27 | 62,299 | D |

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 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 | \$ 13.8 | 03/01/2005 | | M | 11,100 | <u>(1)</u> 12/02/2011 | Common Stock 11,100 |
| Employee Stock Option | \$ 13.8 | 03/01/2005 | | M | 1,100 | <u>(1)</u> 12/02/2011 | Common Stock 1,100 |
| Employee Stock Option | \$ 13.8 | 03/01/2005 | | M | 1,800 | <u>(1)</u> 12/02/2011 | Common Stock 1,800 |
| Employee Stock Option | \$ 13.8 | 03/01/2005 | | M | 1,400 | <u>(1)</u> 12/02/2011 | Common Stock 1,400 |
| Employee Stock Option | \$ 13.8 | 03/01/2005 | | M | 300 | <u>(1)</u> 12/02/2011 | Common Stock 300 |

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) This option vests in equal annual installments over a three year period.

Remarks:

The transactions reported on this Form 4 are being made pursuant to a Rule 10b5-1 Trading Plan dated February 28, 2005, wh

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.