

NAGEL VERNON J

Form 4

October 10, 2006

FORM 4**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NAGEL VERNON J

(Last) (First) (Middle)

C/O ACUITY BRANDS, INC., 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)

10/05/2006

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)

Chairman, President & CEO

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	(A) or (D)	Price		
Common Stock ⁽¹⁾	10/05/2006		M		112,600	A	\$ 13.8	172,167	D
Common Stock ⁽¹⁾	10/05/2006		S		20,000	D	\$ 48.25	152,167	D
Common Stock ⁽¹⁾	10/05/2006		S		20,000	D	\$ 48.23	132,167	D
Common Stock ⁽¹⁾	10/05/2006		S		20,000	D	\$ 48.14	112,167	D
Common Stock ⁽¹⁾	10/05/2006		S		32,600	D	\$ 48	79,567	D

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Common Stock ⁽¹⁾	10/09/2006	M	25,662	A	\$ 13.8	105,229	D
Common Stock ⁽¹⁾	10/09/2006	S	5,000	D	\$ 48.27	100,229	D
Common Stock ⁽¹⁾	10/09/2006	S	5,662	D	\$ 48.23	94,567	D
Common Stock ⁽¹⁾	10/09/2006	S	5,000	D	\$ 48.22	89,567	D
Common Stock ⁽¹⁾	10/09/2006	S	10,000	D	\$ 48.01	79,567	D
Common Stock	10/10/2006	M	21,738	A	\$ 13.8	101,305	D
Common Stock	10/10/2006	F	6,262	D	\$ 47.9	95,043 ⁽²⁾	D

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 Number Shares
Employee Stock Option ⁽¹⁾	\$ 13.8	10/05/2006		M	112,600	⁽³⁾ 12/03/2011	Common Stock 112,600
Employee Stock Option ⁽¹⁾	\$ 13.8	10/09/2006		M	25,662	⁽³⁾ 12/03/2011	Common Stock 25,662
Employee Stock Option	\$ 13.8	10/10/2006		M	21,738	⁽³⁾ 12/03/2011	Common Stock 21,738

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAGEL VERNON J C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NE, SUITE 2400 ATLANTA, GA 30309	X		Chairman, President & CEO	

Signatures

Vernon J. Nagel 10/10/2006

 Signature of Date
Reporting Person

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 August 1, 2006.
- (2) The total direct shares owned following the reported transaction(s) include(s) 50,567 time-vesting restricted shares.
- (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.
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