SEC Form 4

Π

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Person [*] MURPHY KENYON W			2. Issuer Name and Ticker or Trading Symbol ACUITY BRANDS INC [AYI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner			
(Last) (First)		(Middle)	3. Date of Earliest Transaction (Month/Dav/Year)		Officer (give title below)	Other (specify below)			
1170 PEACHTREE STREET, NE			12/18/2003		Sr. Vice Pres. & G	en. Counsel			
SUITE 2400									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applica Line)					
ATLANTA	GA	30309		X	Form filed by One Rep	orting Person			
· · · · · · · · · · · · · · · · · · ·					Form filed by More tha Person	n One Reporting			
(City)	(State)	(Zip)		1					

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

1. Title of Security (Instr. 3)	2. Transaction	2A. Deemed	3.		4. Securities A	Acquired	(A) or	5. Amount of	6. Ownership	7. Nature
	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 3, 4 and 5)		Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership			
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	12/18/2003		A		8,248 ⁽²⁾	Α	\$ <mark>0</mark>	16,291	D	
Common Stock								993	Ι	by 401(k)
Common Stock								15		by Son(s)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(0.5, proc, one, or														
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. Transa Code (8)		of Expiratio		Expiration Da	Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$23.69	12/18/2003		А		50,665		(3)	12/17/2013	Common Stock	50,665	\$0	50,665	D	

Explanation of Responses:

1. The total direct shares owned following the reported transaction includes 12,628 time-vesting restricted shares.

2. Represents restricted shares awarded by the company that vest in a lump sum four years from the award date.

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

Kenyon W. Murphy

** Signature of Reporting Person Date

12/22/2003

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.