

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 25, 2006**

**ACUITY BRANDS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-16583**  
(Commission File Number)

**58-2632672**  
(I.R.S. Employer  
Identification No.)

**1170 Peachtree St., N.E., Suite 2400, Atlanta, GA**  
(Address of principal executive offices)

**30309**  
(Zip Code)

**Registrant's telephone number, including area code: 404-853-1400**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14A-12)
- Pre-commencement communications pursuant to Rule 14-2(d) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01 – Entry into a Material Definitive Agreement.**

Jay M. Davis, a director of Acuity Brands, Inc. (the “Company”), has notified the Company that he will retire as a director effective as of the Company’s annual meeting of shareholders scheduled for January 11, 2007, when his current term expires. In connection with Mr. Davis’s retirement, on October 25, 2006, the Executive Committee of the Board of Directors approved the amendment of the Stock Option Agreement for Nonemployee Directors dated January 12, 2006 between the Company and Mr. Davis to accelerate by one day the vesting of a non-qualified stock option award covering 1,500 shares of the Company’s common stock. These options previously vested on January 12, 2007. As a result of the amendment, the options will vest on January 11, 2007, the day of Mr. Davis’s retirement. A copy of the Amendment to Stock Option Agreement for Nonemployee Directors is attached as Exhibit 99.1 to this Report.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

See Item 1.01 above which is incorporated by reference into this Item 5.02.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Designation</u>	<u>Description</u>
99.1	Amendment No. 1 to Stock Option Agreement for Nonemployee Director.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 27, 2006

ACUITY BRANDS, INC.

By: /s/ Kenyon W. Murphy

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Kenyon W. Murphy  
Senior Vice President and General Counsel

**ACUITY BRANDS, INC.  
LONG-TERM INCENTIVE PLAN  
AMENDMENT NO. 1  
TO  
STOCK OPTION AGREEMENT  
FOR NONEMPLOYEE DIRECTOR**

THIS AMENDMENT, made as of the 25th day of October, 2006 by and between ACUITY BRANDS, INC., a Delaware Corporation, (the "Company") and Jay M. Davis ("Optionee").

**W • I • T • N • E • S • S • E • T • H   T • H • A • T:**

WHEREAS, the Company maintains the Acuity Brands, Inc. 2001 Nonemployee Directors' Stock Option Plan (the "Plan"), under which Optionee has received one or more Stock Option Awards under the Plan; and

WHEREAS, the Company granted to Optionee an Option for 1,500 Shares of Company Common Stock, subject to, and in accordance with, the terms and conditions set forth in the Stock Option Agreement for Nonemployee Directors (the "Award Agreement") dated as of January 12, 2006 (the "Grant Date"); and

WHEREAS, the Company desires to amend the Award Agreement to modify the vesting date of the Option contained therein;

NOW, THEREFORE, for and in consideration of the premises, the Award Agreement is hereby amended, effective as of the date first above written, as follows:

1.

Section 4 is hereby amended by deleting the present section in its entirety and substituting the following in lieu thereof:

**"4. Vesting and Exercisability of Option.**

Unless otherwise provided in the Agreement or the Plan, the Option shall entitle the Optionee to purchase, in whole at any time or in part from time to time, the shares covered by the Option after January 11, 2007."

Except as hereby modified, the Award Agreement shall remain in full force and effect as originally written.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

ATTEST:

**ACUITY BRANDS, INC.**

/s/ Helen D. Haines

/s/ Vernon J. Nagel

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Helen D. Haines, Secretary

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Vernon J. Nagel,  
Chairman, President and Chief Executive Officer

**OPTIONEE:**

/s/ Jay M. Davis

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Jay M. Davis