

ACUITY BRANDS INC

Form 4

October 25, 2012

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 *
REECE RICHARD K

(Last) (First) (Middle)

C/O ACUITY BRANDS, INC., 1170
PEACHTREE STREET, NESUITE
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)

10/23/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP/Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 <u>(1)</u>	10/23/2012		A		10,660	A	\$ 0	117,571 <u>(2)</u>	D
Common Stock	10/24/2012		M		13,500	A	\$ 26.44	131,071 <u>(2)</u>	D
Common Stock	10/24/2012		S		13,500	D	\$ 63.9	117,571 <u>(2)</u>	D
Common Stock <u>(3)</u>	10/24/2012		F		2,102	D	\$ 63.62	115,469 <u>(4)</u>	D
Common Stock ⁽³⁾	10/24/2012		F		1,682	D	\$ 63.62	113,787 <u>(5)</u>	D

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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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 26.44	10/24/2012		M			13,500	<u>(6)</u>	11/30/2015	Common Stock
Non-Qualified Stock Option (7)	\$ 62.54	10/23/2012		A		14,930		<u>(8)</u>	10/22/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REECE RICHARD K C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2400 ATLANTA, GA 30309	EVP/Chief Financial Officer

Signatures

Richard K.
Reece 10/25/2012

**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 shares being reported result from the award of restricted shares pursuant to the Acuity Brands, Inc. Long-Term Incentive Plan.
- (2) The total direct shares owned includes 57,482 time-vesting restricted shares.
- (3) The transaction(s) being reported relate(s) to the vesting of restricted stock held by the reporting person.
- (4) The total direct shares owned includes 52,532 time-vesting restricted shares.

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- (5) The total direct shares owned includes 48,572 time-vesting restricted shares.
- (6) This option vested in equal annual installments over a three-year period and was fully vested on December 1, 2008.
- (7) The shares being reported result from the award of nonqualified stock options pursuant to the Acuity Brands, Inc. Long-Term Incentive Plan.
- (8) This option vests in equal annual installments over a three year period.

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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