ACUITY BRANDS INC

Form 4

October 25, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * REECE RICHARD K

2. Issuer Name and Ticker or Trading Symbol

ACUITY BRANDS INC [AYI]

(First) (Middle) (Month/Day/Year)

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

3. Date of Earliest Transaction

10/23/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

EVP/Chief Financial Officer

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30309

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ior(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
C			Code V	Amount	(D)	Price	(Ilisti. 3 alid 4)		
Common Stock (1)	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 (2)	D	
Common Stock	10/24/2012		S	13,500	D	\$ 63.9	117,571 <u>(2)</u>	D	
Common Stock (3)	10/24/2012		F	2,102	D	\$ 63.62	115,469 (4)	D	
Common Stock (3)	10/24/2012		F	1,682	D	\$ 63.62	113,787 (5)	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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SEC 1474 (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 or 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	\$ 62.54	10/23/2012		A	14,930		<u>(8)</u>	10/22/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address

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. 10/25/2012 Reece

**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.

Reporting Owners 2

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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. 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.