MCCULLOUGH ROBERT F

Form 4

February 12, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 may continue.

See Instruction

obligations

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCULLOUGH ROBERT F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ACUITY BRANDS INC [AYI]

(Check all applicable)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

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

(Street)

(State)

(Middle)

(Zip)

4. If Amendment, Date Original

02/08/2013

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

ATLANTA, GA 30309

(,)	(4)	Table	able 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi n(A) or Di			5. Amount of Securities	6. Ownership Form: Direct	
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	02/09/2012		М	1 015	٨	\$	4.206 (1)	D	
Stock	02/08/2013		M	1,815	А	19.58	4,206 (1)	D	
Common Stock	02/08/2013		S	1,815	D	\$ 70.05	2,391 <u>(1)</u>	D	

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

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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. Transactic 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 19.58	02/08/2013		M	1,815	(2)	12/17/2013	Common Stock	1,81

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCCULLOUGH ROBERT F C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2400 ATLANTA, GA 30309



Signatures

Reporting Person

Robert F.

McCullough 02/11/2013

**Signature of 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 total direct shares owned includes 927 time-vesting restricted shares.

This stock option previously represented the right to purchase 1,500 shares of the Issuer's common stock at an exercise price of \$23.69

The stock option was converted to the right to purchase 1,815 shares of the Issuer's common stock at an exercise price of \$19.58 effective with the spin-off of the Issuer's specialty chemical business on October 31, 2007. The original option agreement was granted on December 18, 2003 and became fully vested on December 18, 2004.

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.

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