

ACUITY BRANDS INC
Form 4
July 18, 2013

FORM 4

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

OMB APPROVAL

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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

(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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

EVP/Chief Financial Officer

C/O ACUITY BRANDS, INC., 1170 PEACHTREE STREET, NESUITE 2300

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

ATLANTA, GA 30309

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/16/2013		M		6,057 A \$ 22.86	115,248 ⁽¹⁾	D
Common Stock	07/16/2013		S		6,057 D \$ 85.38	109,191 ⁽¹⁾	D
Common Stock	07/17/2013		M		9,943 A \$ 22.86	119,134 ⁽¹⁾	D
Common Stock	07/17/2013		S		9,943 D \$ 85.12	109,191 ⁽¹⁾	D

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Common Stock	07/18/2013	M	2,000	A	\$ 22.86	111,191 ⁽¹⁾	D
Common Stock	07/18/2013	S	2,000	D	\$ 85	109,191 ⁽¹⁾	D

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 22.86	07/16/2013		M	6,057	⁽⁴⁾ 04/05/2019	Common Stock	6,057	
Non-Qualified Stock Option	\$ 22.86	07/17/2013		M	9,943	⁽⁴⁾ 04/05/2019	Common Stock	9,943	
Non-Qualified Stock Option	\$ 22.86	07/18/2013		M	2,000	⁽⁴⁾ 04/05/2019	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REECE RICHARD K C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2300 ATLANTA, GA 30309			EVP/Chief Financial Officer	

Signatures

Richard K.
Reece

07/18/2013

Date

__Signature of
Reporting Person

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 37,232 time-vesting restricted shares.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.00 to \$86.04, inclusive. The Reporting Person undertakes to provide to Acuity Brands, Inc., any security holder of Acuity Brands, Inc., or the staff of the Security and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.00 to \$85.44, inclusive. The Reporting Person undertakes to provide to Acuity Brands, Inc., any security holder of Acuity Brands, Inc., or the staff of the Security and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

(4) This option vested in equal annual installments over a three-year period and was fully vested on April 6, 2012.

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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