

ACUITY BRANDS INC

Form 4

October 31, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Black Mark A

(Last) (First) (Middle)

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

(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)
10/30/2014

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- Customer Enabling Team Ld

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2014		S		5,946	D	\$ 136.74 (1)
Common Stock	10/30/2014		M		5,207	A	\$ 46.29
Common Stock	10/30/2014		M		4,976	A	\$ 62.54
Common Stock	10/30/2014		M		3,234	A	\$ 103.74
	10/30/2014		S		13,417	D	35,808 (2)

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Common
Stock

\$
136.74
(1)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 46.29	10/30/2014		M	5,207	<u>(3)</u>	10/23/2021	Common Stock	5,207
Non-Qualified Stock Option	\$ 62.54	10/30/2014		M	4,976	<u>(4)</u>	10/22/2022	Common Stock	4,976
Non-Qualified Stock Option	\$ 103.74	10/30/2014		M	3,234	<u>(5)</u>	10/23/2023	Common Stock	3,234

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Black Mark A
C/O ACUITY BRANDS, INC.
1170 PEACHTREE STREET, NE SUITE 2300
ATLANTA, GA 30309

EVP- Customer Enabling Team Ld

Signatures

Mark A. Black 10/30/2014

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.62 to \$137.69, inclusive. The Reporting Person undertakes to provide to Acuity Brands, Inc., any security holder of Acuity Brands,

- (1) 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.
- (2) The total direct shares owned includes 35,808 time-vesting restricted shares.
- (3) This option vested ratably over a three-year period and was fully vested on October 24, 2014.
- (4) This option vests ratably over a three-year period and will become fully vested on October 23, 2015.
- (5) This option vests ratably over a three-year period and will become fully vested on October 24, 2016.

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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