

Black Mark A
Form 4
February 16, 2012

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 *
Black Mark A

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
X Officer (give title below) ___ Other (specify below)
EVP- Customer Enabling Team Ld

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

4. If Amendment, Date Original 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 Person

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2012		M		4,300	A	\$ 40.29
Common Stock	02/15/2012		S		4,300	D	\$ 59.6 (2)
Common Stock	02/15/2012		M		8,000	A	\$ 22.86
Common Stock	02/15/2012		S		8,000	D	\$ 59.6 (2)
Common Stock	02/15/2012		M		11,966	A	\$ 31.96

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Common Stock	02/15/2012	S	11,966	D	\$ 59.6 (2)	32,112 (1)	D
Common Stock	02/15/2012	M	9,934	A	\$ 33.49	42,046 (1)	D
Common Stock	02/15/2012	S	9,934	D	\$ 59.6 (2)	32,112 (1)	D
Common Stock	02/15/2012	M	4,590	A	\$ 50.56	36,702 (1)	D
Common Stock	02/15/2012	S	4,590	D	\$ 59.6 (2)	32,112 (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
Employee Stock Option	\$ 40.29	02/15/2012		M	4,300	(3)	11/02/2017	Common Stock	4,300
Non-Qualified Stock Option	\$ 22.86	02/15/2012		M	8,000	(4)	04/06/2019	Common Stock	8,000
Non-Qualified Stock Option	\$ 31.96	02/15/2012		M	11,966	(5)	10/24/2018	Common Stock	11,966
Non-Qualified Stock Option	\$ 33.49	02/15/2012		M	9,934	(6)	10/25/2019	Common Stock	9,934
Non-Qualified Stock Option	\$ 50.56	02/15/2012		M	4,590	(7)	10/24/2020	Common Stock	4,590

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Black Mark A
C/O ACUITY BRANDS, INC.
1170 PEACHTREE STREET, NESUITE 2400
ATLANTA, GA 30309

EVP- Customer Enabling Team Ld

Signatures

Mark A. Black 02/16/2012
**Signature of Date
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 32,112 time-vesting restricted shares.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.67 to \$60.24, inclusive. The Reporting Person undertakes to provide to Acuity Brands, Inc., any security holder of Acuity Brands, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (2) These options vest ratably over a three-year period and became fully vested on November 2, 2010.
- (3) These options vest ratably over a three-year period and will become fully vested on April 6, 2012.
- (4) These options vest ratably over a three-year period and became fully vested on October 24, 2011.
- (5) These options vest ratably over a three-year period and will become fully vested on October 26, 2012.
- (6) These options vest ratably over a three-year period and will become fully vested on October 25, 2013.

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.