

ACUITY BRANDS INC

Form 4

October 25, 2013

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 *
REECE RICHARD K

(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)
10/23/2013

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 ____ Other (specify
below) below)
EVP/Chief Financial Officer

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 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 <u>(1)</u>	10/24/2013		A		6,428	A \$ 0	115,621 <u>(2)</u> D
Common Stock <u>(3)</u>	10/23/2013		F		1,278	D \$ 103.5	114,343 <u>(4)</u> D
Common Stock <u>(3)</u>	10/24/2013		F		1,899	D \$ 103.74	112,444 <u>(5)</u> D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (6)	\$ 103.74	10/24/2013		A	9,700	(7) 10/23/2023	Common Stock	9,700

Reporting Owners

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

Signatures

Richard K.
Reece 10/25/2013

**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 stock pursuant to the 2012 Omnibus Stock Incentive Compensation Plan.
- (2) The total direct shares owned includes 43,660 time-vesting restricted shares.
- (3) The transaction(s) reported relate(s) to the vesting of restricted stock held by the reporting person.
- (4) The total direct shares owned includes 40,995 time-vesting restricted shares.
- (5) The total direct shares owned includes 37,035 time-vesting restricted shares.
- (6) The shares being reported result from the award of nonqualified stock options pursuant to the 2012 Omnibus Stock Incentive Compensation Plan.

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(7) 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.

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