

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Black Mark A</u>			2. Issuer Name and Ticker or Trading Symbol <u>ACUITY BRANDS INC [ AYI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP- Customer Enabling Team Ld</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O ACUITY BRANDS, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>1170 PEACHTREE STREET, NE SUITE 2300</u>								
(Street)	<u>ATLANTA GA 30309</u>							
(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	10/30/2014		S		5,946	D	\$136.74 <sup>(1)</sup>	35,808 <sup>(2)</sup>	D	
Common Stock	10/30/2014		M		5,207	A	\$46.29	41,015 <sup>(2)</sup>	D	
Common Stock	10/30/2014		M		4,976	A	\$62.54	45,991 <sup>(2)</sup>	D	
Common Stock	10/30/2014		M		3,234	A	\$103.74	49,225 <sup>(2)</sup>	D	
Common Stock	10/30/2014		S		13,417	D	\$136.74 <sup>(1)</sup>	35,808 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option	\$46.29	10/30/2014		M			5,207	(3)	10/23/2021	Common Stock	5,207	\$46.29	0	D	
Non-Qualified Stock Option	\$62.54	10/30/2014		M			4,976	(4)	10/22/2022	Common Stock	4,976	\$62.54	4,977	D	
Non-Qualified Stock Option	\$103.74	10/30/2014		M			3,234	(5)	10/23/2023	Common Stock	3,234	\$103.74	6,466	D	

**Explanation of Responses:**

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

**Remarks:**

Mark A. Black 10/30/2014

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.