SEC Form 4

П

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

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

	OVAL								
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Person [*] NAGEL VERNON J		erson*	2. Issuer Name and Ticker or Trading Symbol ACUITY BRANDS INC [AYI]		ionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
			3. Date of Earliest Transaction (Month/Day/Year) 10/24/2011	x	Officer (give title below) Chairman, Preside	Other (specify below)	
1170 PEACHT	REE STREET,	NESUITE 2400					
(Street) ATLANTA	GA	30309	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filir Form filed by One Rep Form filed by More that Person	porting Person	
(City)	(State)	(Zip)			1 613011		

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock ⁽¹⁾	10/24/2011		A		43,210	A	\$0	280,579 ⁽²⁾	D	
Common Stock ⁽³⁾	10/24/2011		F		5,079	D	\$46.29	275,500 ⁽⁴⁾	D	
Common Stock ⁽³⁾	10/25/2011		F		3,439	D	\$45.03	272,061 ⁽⁵⁾	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. Transa Code (8)		of		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	Amount or Number of Shares				
Non- Qualified Stock Option ⁽⁶⁾	\$46.29	10/24/2011		A		60,860		(7)	10/23/2021	Common Stock	60,860	\$0	60,860	D	

Explanation of Responses:

1. The shares being reported result from the award of restricted shares pursuant to the Acuity Brands, Inc. Long-Term Incentive Plan.

2. The total direct shares owned includes 153,280 time-vesting restricted shares.

3. The transaction(s) being reported relate(s) to the vesting of restricted stock held by the reporting person.

4. The total direct shares owned includes 137,630 time-vesting restricted shares.

5. The total direct shares owned includes 128,400 time-vesting restricted shares.

6. The shares being reported result from the award of nonqualified stock options pursuant to the Acuity Brands, Inc. Long-Term Incentive Plan.

7. This option vests in equal annual installments over a three year period.

Vernon J. Nagel

** Signature of Reporting Person

10/25/2011

Date

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

 \star 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.