SEC Form 4

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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

OMB APPROVAL								
OMB Number:	3235-0287							
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5		
	hours per response:	0.5
- 1	Estimated average burden	

	ess of Reporting Pe	erson*	2. Issuer Name and Ticker or Trading Symbol ACUITY BRANDS INC [AYI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
NAGEL VE	<u>RINUN J</u>			X	Director	10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)				
			11/05/2015		Chairman, President, and CEO					
SUITE 2300										
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ng (Check Applicable				
ATLANTA	GA	30309		X	Form filed by One Re	porting Person				
			_		Form filed by More th Person	an One Reporting				
(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. Transa Code (8)		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	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	11/05/2015		М		47,600	A	\$33.49	233,299 ⁽¹⁾	D		
Common Stock	11/05/2015		М		24,000	A	\$46.29	257,299 ⁽¹⁾	D		
Common Stock	11/05/2015		S		71,600	D	\$215.19 ⁽²⁾	185,699(1)	D		
Common Stock								94,506	I	by Trust	

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)		n of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	\$33.49	11/05/2015		М			47,600	(3)	10/25/2019	Common Stock	47,600	\$33.49	0	D	
Non- Qualified Stock Option	\$46.29	11/05/2015		М			24,000	(4)	10/23/2021	Common Stock	24,000	\$46.29	36,860	D	

Explanation of Responses:

1. The total direct shares owned includes 46,119 time-vesting restricted shares.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$215.00 to \$216.99, 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.

3. This option vested ratably over a three-year period and was fully vested on October 26, 2012.

4. This option vested ratably over a three-year period and was fully vested on October 24, 2014.

Remarks:

<u>/s/ Vernon J. Nagel</u>

11/05/2015

** Signature of Reporting Person

orting 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.