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									
Estimated average burden									
hours per response.	0.5								

1	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol ACUITY BRANDS INC [AYI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
NAGEL V	<u>ERNON J</u>			X	Director	10% Owner				
			-	- x	Officer (give title	Other (specify				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)				
C/O ACUITY	Y BRANDS, INC	2.	10/20/2010		Chairman, President and CEO					
1170 PEACH	ITREE STREET	, NESUITE 2400								
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Ap					
(Street)				Line)						
ATLANTA	GA	30309			Form filed by One Re	porting Person				
,			-		Form filed by More the Person	an One Reporting				
(City)	(State)	(Zin)								

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)		ransaction Disposed C Code (Instr.				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	10/20/2010		М		40,000	Α	\$19.58	256,411 ⁽¹⁾	D			
Common Stock	10/20/2010		S		40,000	D	\$49.51 ⁽²⁾	216,411 ⁽¹⁾	D			
Common Stock	10/21/2010		М		43,005	A	\$19.58	259,416 ⁽¹⁾	D			
Common Stock	10/21/2010		S		43,005	D	\$50.53 ⁽³⁾	216,411 ⁽¹⁾	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

			(e.g.,					s, options,							
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	Amount or Number of Shares				
Employee Stock	\$19.58	10/20/2010		М			40,000	(4)	12/17/2013	Common Stock	40,000	\$0	43,005	D	

Explanation of Responses:

\$19.58

Option Employee

Stock

Option

1. The total direct shares owned includes 110,750 time-vesting restricted shares.

10/21/2010

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$49.57, 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.

43.005

(4)

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.40 to \$50.93, 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

4. This stock option previously represented the right to purchase 68,593 shares of the Issuer's common stock at an exercise price of \$23.69. The stock option was converted to the right to purchase 83,005 shares of the Issuer's common stock at an exercise price of \$19.58 effective with the spin-off of the Issuer's specialty chemical business on October 31, 2007. This option vested in equal annual installments over a threeyear period and was fully vested on December 18, 2006.

Vernon J. Nagel

Commo

Stock

12/17/2013

10/22/2010

Date

0

D

** Signature of Reporting Person

43.005

\$<mark>0</mark>

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).

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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.