

ACUITY BRANDS INC
Form 4
October 28, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NAGEL VERNON J

(Last) (First) (Middle)

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)
10/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock ⁽¹⁾	10/26/2015		A		16,041 A \$ 207.8	202,091 ⁽²⁾	D
Common Stock ⁽³⁾	10/27/2015		F		1,886 D \$ 0	200,205 ⁽⁴⁾	D
Common Stock						80,000	I by Trust

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

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number.

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 Underlying Security (Instr. 3 and 4)	8. Title	9. Amount or Number of Shares
Non-Qualified Stock Option (5)	\$ 207.8	10/26/2015		A	31,548	(6) 10/26/2025	Common Stock	31,548	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAGEL VERNON J 1170 PEACHTREE STREET NE SUITE 2300 ATLANTA, GA 30309	X		Chairman, President, and CEO	

Signatures

/s/ Vernon J. Nagel
10/28/2015

**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 50,052 time-vesting restricted shares.
- (3) The transaction(s) reported relate(s) to the vesting of restricted stock held by the reporting person. Disposition is caused by shares withheld for tax purposes.
- (4) The total direct shares owned includes 46,119 time-vesting restricted shares.
- (5) The shares being reported result from the award of nonqualified stock options pursuant to the 2012 Omnibus Stock Incentive Compensation Plan.
- (6) This option vests ratably over a three-year period and will become fully vested on October 26, 2018.

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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