

ACUITY BRANDS INC  
Form 4  
July 18, 2012

**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 \*  
**WILLIAMS NEIL**

(Last) (First) (Middle)

C/O ACUITY BRANDS, INC., 1170  
PEACHTREE STREET, NESUITE  
2400

(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)  
07/17/2012

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	07/17/2012		M		1,815 A \$ 12.35	14,492 <sup>(1)</sup>	D
Common Stock	07/17/2012		S		494 D \$ 59.44	13,998 <sup>(1)</sup>	D
Common Stock	07/17/2012		S		100 D \$ 59.42	13,898 <sup>(1)</sup>	D
Common Stock	07/17/2012		S		500 D \$ 59.41	13,398 <sup>(1)</sup>	D
Common Stock	07/17/2012		S		200 D \$ 59.39	13,198 <sup>(1)</sup>	D

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Common Stock	07/17/2012	S	300	D	\$ 59.38	12,898 <sup>(1)</sup>	D
Common Stock	07/17/2012	S	221	D	\$ 59.37	12,677 <sup>(1)</sup>	D

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

**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 control number.**

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(9-02)

**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 Securities (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 12.35	07/17/2012		M	1,815	<sup>(2)</sup> 12/18/2012	Common Stock 1,815

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

WILLIAMS NEIL  
C/O ACUITY BRANDS, INC.  
1170 PEACHTREE STREET, NESUITE 2400  
ATLANTA, GA 30309

X

## Signatures

Neil Williams                      07/18/2012

\_\_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 total direct shares owned includes 1,391 time-vesting restricted shares.

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This stock option previously represented the right to purchase 1,500 shares of the Issuer's common stock at an exercise price of \$14.95.

- (2) The stock option was converted to the right to purchase 1,815 shares of the Issuer's common stock at an exercise price of \$12.35 effective with the spin-off of the Issuer's specialty chemical business on October 31, 2007. The original option agreement was granted on December 19, 2002 and became fully vested on December 19, 2003.

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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