

ACUITY BRANDS INC

Form 4

July 13, 2015

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 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

OMB APPROVAL

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(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)
07/09/2015

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 Beneficial Ownership (Instr. 4)
Common Stock	07/09/2015		M	12,419 A	\$ 40.29 209,950 ⁽¹⁾	D	
Common Stock	07/09/2015		M	12,000 A	\$ 33.49 221,950 ⁽¹⁾	D	
Common Stock	07/09/2015		S	24,419 D	\$ 188.88 197,531 ⁽¹⁾ ⁽²⁾	D	
Common Stock	07/10/2015		M	55,900 A	\$ 40.29 253,431 ⁽¹⁾	D	
Common Stock	07/10/2015		S	55,900 D	\$ 189.65 197,531 ⁽¹⁾	D	

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(3)

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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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 40.29	07/09/2015		M	12,419	(4) 11/01/2017	Common Stock	12,419
Non-Qualified Stock Option	\$ 40.29	07/10/2015		M	55,900	(4) 11/01/2017	Common Stock	55,900
Non-Qualified Stock Option	\$ 33.49	07/09/2015		M	12,000	(5) 10/25/2019	Common Stock	12,000

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 07/13/2015

**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 total direct shares owned includes 57,951 time-vesting restricted shares.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$188.50 to \$189.07, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$188.62 to \$191.61, 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 option vested in equal annual installments over a three-year period and was fully vested on November 2, 2010.

(5) This option vested in equal annual installments over a three-year period and was fully vested on October 26, 2012.

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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