

ACUITY BRANDS INC
Form 4
October 27, 2010

FORM 4

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

OMB APPROVAL

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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 *
REECE RICHARD K

(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)
10/25/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP/Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | |
| Common Stock ⁽¹⁾ | 10/25/2010 | | A | | 14,500 A \$ 0 | 93,792 ⁽²⁾ | D |
| Common Stock ⁽³⁾ | 10/25/2010 | | A | | 7,910 A \$ 0 | 101,702 ⁽⁴⁾ | D |
| Common Stock ⁽⁵⁾ | 10/26/2010 | | F | | 1,132 D \$ 50.34 | 100,570 ⁽⁶⁾ | 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

SEC 1474 (9-02)

displays a currently valid OMB control 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option <u>(7)</u> | \$ 50.56 | 10/25/2010 | | A | 21,630 | <u>(8)</u> 10/24/2020 | Common Stock | 21,630 |
| Non-Qualified Stock Option <u>(9)</u> | \$ 50.56 | 10/25/2010 | | A | 11,800 | <u>(8)</u> 10/24/2020 | Common Stock | 11,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REECE RICHARD K C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2400 ATLANTA, GA 30309 | | | EVP/Chief Financial Officer | |

Signatures

Richard K. Reece
Date: 10/27/2010

**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 shares pursuant to the Acuity Brands, Inc. Long-Term Incentive Plan.
- (2) The total direct shares owned includes 53,350 time-vesting restricted shares.
- (3) The shares being reported result from a discretionary award of restricted shares pursuant to the Acuity Brands, Inc. Long-Term Incentive Plan.
- (4) The total direct shares owned includes 61,260 time-vesting restricted shares.

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- (5) The transaction(s) being reported relate(s) to the vesting of restricted stock held by the reporting person.
- (6) The total direct shares owned includes 57,772 time-vesting restricted shares.
- (7) The shares being reported result from the award of nonqualified stock options pursuant to the Acuity Brands, Inc. Long-Term Incentive Plan.
- (8) This option vests in equal annual installments over a three year period.
- (9) The shares being reported result from a discretionary award of nonqualified stock options pursuant to the Acuity Brands, Inc. Long-Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.