LENNOX INTERNATIONAL INC
Form 4
August 13, 2008

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOXER SCOTT J

(Last) (First) (Middle)

2140 LAKE PARK BOULEVARD

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LENNOX INTERNATIONAL INC [LII]

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2008

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)
LII EVP/President SEI

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value $0.01 Per Share	08/11/2008		M		17,100	A	$ 16.21	361,461	D	
Common Stock, Par Value $0.01 Per Share	08/11/2008		M		26,400	A	$ 19.0273	387,861	D	
Common Stock, Par	08/11/2008		S		5,000	D	$ 37.5	382,861	D	

Value $0.01 Per Share								
Common Stock, Par Value $0.01 Per Share	08/11/2008		S	5,000	D	$ 37.75	377,861	D
Common Stock, Par Value $0.01 Per Share	08/11/2008		S	7,100	D	$ 38	370,761	D
Common Stock, Par Value $0.01 Per Share	08/11/2008		S	3,100	D	$ 38.5	367,661	D
Common Stock, Par Value $0.01 Per Share	08/11/2008		S	300	D	$ 38.51	367,361	D
Common Stock, Par Value $0.01 Per Share	08/11/2008		S	500	D	$ 38.52	366,861	D
Common Stock, Par Value $0.01 Per Share	08/11/2008		S	700	D	$ 38.53	366,161	D
Common Stock, Par Value $0.01 Per Share	08/11/2008		S	1,300	D	$ 38.54	364,861	D
Common Stock, Par Value $0.01 Per Share	08/11/2008		S	2,500	D	$ 38.55	362,361	D
Common Stock, Par Value	08/11/2008		S	400	D	$ 38.56	361,961	D

$0.01 Per Share										
Common Stock, Par Value $0.01 Per Share	08/11/2008		S		900	D	$ 38.57	361,061	D	
Common Stock, Par Value $0.01 Per Share	08/11/2008		S		1,100	D	$ 38.58	359,961	D	
Common Stock, Par Value $0.01 Per Share	08/11/2008		S		800	D	$ 38.59	359,161	D	
Common Stock, Par Value $0.01 Per Share	08/11/2008		S		500	D	$ 38.6	358,661	D	
Common Stock, Par Value $0.01 Per Share	08/11/2008		S		1,100	D	$ 38.61	357,561	D	
Common Stock, Par Value $0.01 Per Share	08/11/2008		S		13,200	D	$ 38.75	344,361	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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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)

						(Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
Non-qualified Stock Option (Right to Buy)	$ 16.21	08/11/2008		M			17,100	12/13/2002 (1)	12/13/2008	Common Stock, Par Value $0.01 Per Share	1
Non-qualified Stock Option (Right to Buy)	$ 19.0273	08/11/2008		M			26,400	12/10/1999 (2)	12/10/2008	Common Stock, Par Value $0.01 Per Share	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOXER SCOTT J 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			LII EVP/President SEI	

Signatures

/s/ William F. Stoll, Jr. for Scott J. Boxer	08/13/2008
**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 option becomes exercisable in three equal annual installments beginning on 12/13/2002.
- **(2)** The option becomes exercisable in three equal annual installments commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to the power of attorney dated Aprl 23, 2004.

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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