LENNOX INTERNATIONAL INC

Form 4

August 11, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

BOOTH STEVEN R

1. Name and Address of Reporting Person *

			LENNOX INTERNATIONAL INC [LII]				L INC	(Check all applicable)			
(Last)	,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% Owner Officer (give title Other (specify below)			
2140 LAK	E PARK BLVD.		08/09/	2010				,	,		
	(Street)			nendment, I	_	al	6	. Individual or Joi	int/Group Fili	ng(Check	
			Filed(M	onth/Day/Ye	ar)			Applicable Line) _X_ Form filed by One Reporting Person			
RICHARD	OSON, TX 75080-	-2254					Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	or Dispos (Instr. 3, 4	ed of		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, Par Value \$0.01 Per Share	08/09/2010			M	12,415	A	\$ 16.995	66,659	D		
Common Stock, Par Value \$0.01 Per Share	08/09/2010			S	12,415	D	\$ 46.425 (1)	54,244	D		
Common Stock, Par	08/09/2010			M	13,131	A	\$ 18.215	67,375	D		

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Value \$0.01 Per Share								
Common Stock, Par Value \$0.01 Per Share	08/09/2010	S	13,131	D	\$ 46.425 (1)	54,244	D	
Common Stock, Par Value \$0.01 Per Share	08/09/2010	S(2)	7,200	D	\$ 46.5021	1,847,343	I	Trust Fbo Richard Booth (3)
Common Stock, Par Value \$0.01 Per Share						53,139	I	Daughter, Jessica
Common Stock, Par Value \$0.01 Per Share						32,355	I	Son, Nicholas
Common Stock, Par Value \$0.01 Per Share						60,509	I	Spouse, Beth (3)
Common Stock, Par Value \$0.01 Per Share						642,741	I	Steven R. Booth Trust

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.

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and An
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		

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	Security			(D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title .
Non-qualified Stock Option (Right to Buy)	\$ 16.995	08/09/2010	M			12,415	12/12/2004(4)	12/12/2010	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Option (Right to Buy)	\$ 18.215	08/09/2010	M			13,131	12/10/2005(4)	12/10/2011	Common Stock, Par Value \$0.01 Per Share

Reporting Owners

RICHARDSON, TX 75080-2254

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BOOTH STEVEN R								
2140 LAKE PARK BLVD.	X							

Signatures

/s/ Robert L. Villasenor, attorney-in-fact for Steven R.
Booth

08/11/2010

**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) This price reflects the weighted average of shares sold. The prices range from \$46.14 to \$46.522.
- (2) This sale was effected pursuant to a 10b5-1 trading plan.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) The option became 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 May 12, 2010.

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.

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