LENNOX INTERNATIONAL INC

Form 5

Value

\$0.01 Per

February 08, 2012

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer COOPER JANET KATHERINE Symbol LENNOX INTERNATIONAL INC (Check all applicable) [LII] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2011 2140 LAKE PARK BLVD. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) RICHARDSON, TXÂ 75080 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Execution Date, if Transaction Form: Direct Indirect Security Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or Price Amount (D) Common Stock, Par Â Â Value G 08/15/2011 3.025 D \$0 26,155 D \$0.01 Per Share Â Common 08/15/2011 G 3,025 Α \$0 5,347 I As UTMA Stock, Par custodian

for son

Share									
Common Stock, Par Value \$0.01 Per Share	08/16/2011	Â	G	3,025	D	\$ 0	23,130	D	Â
Common Stock, Par Value \$0.01 Per Share	08/16/2011	Â	G	3,025	A	\$0	5,347	I	As UTMA custodian for son
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons w contained the form d	SEC 2270 (9-02)					

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Se
	Derivative				Securities			(Instr	. 3 and 4)		В
	Security				Acquired						О
	-				(A) or						Eı
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I:
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date		Number		
									of		
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
COOPER JANET KATHERINE 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	ÂΧ	Â	Â	Â		

Signatures

/s/ Robert L. Villasenor, attorney-in-fact for Ms. Janet Katherine 02/08/2012 Cooper

> **Signature of Reporting Person Date

2 Reporting Owners

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).

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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 provided 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.