Bizios Harry J Form 4 January 03, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires:

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bizios Harry J Issuer Symbol LENNOX INTERNATIONAL INC (Check all applicable) [LII] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) 2140 LAKE PARK BLVD. 12/31/2012 EVP, Pres/COO Commercial (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting RICHARDSON, TX 75080 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		Table 1-1001-Derivative Securities Acquired, Disposed of, or Beneficially Own						ny Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, Par Value \$0.01 Per Share	12/17/2012		G	V	4,695	D	\$ 0	27,760	D	
Common Stock, Par Value \$0.01 Per Share	12/31/2012		F		1,700	D	\$0	26,060	D	
Common Stock, Par Value \$0.01 Per Share	12/31/2012		F		5,178	D	\$ 0	20,882	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-qualified Stock Appreciation Right	\$ 46.78	12/31/2012		D	4,084	12/09/2011	12/09/2017	Common Stock, Par Value \$0.01 Per Share	4,0
Non-qualified Stock Appreciation Right	\$ 34.06	12/31/2012		D	12,734	12/08/2012	12/08/2018	Common Stock, Par Value \$0.01 Per Share	12,

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Bizios Harry J

2140 LAKE PARK BLVD. EVP, Pres/COO Commercial

RICHARDSON, TX 75080

Signatures

James K. Markey, attorney-in-fact for Harry J.

Bizios 01/03/2013

**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).

Reporting Owners 2

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Remarks:

Attorney-in-fact pursuant to Power of Attorney dated December 6, 2012.

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.