

LENNOX INTERNATIONAL INC
Form 4
August 20, 2013

FORM 4

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

OMB APPROVAL

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

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 *
Sessa Daniel M

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
2140 LAKE PARK BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief HR Officer

RICHARDSON, TX 75080

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, Par Value \$0.01 Per Share	08/19/2013		M		6,367 A \$ 34.06	53,120	D
Common Stock, Par Value \$0.01 Per Share	08/19/2013		F		4,509 D \$ 68.49	48,611	D
Common Stock, Par Value \$0.01 Per Share	08/19/2013		M		8,168 A \$ 46.78	56,779	D

Value
\$0.01 Per
Share

Common
Stock, Par

Value 08/19/2013 F 6,666 D \$ 68.49 50,113 D
\$0.01 Per
Share

Common
Stock, Par

Value 08/19/2013 M 15,027 A \$ 36.935 65,140 D
\$0.01 Per
Share

Common
Stock, Par

Value 08/19/2013 F 11,009 D \$ 68.49 54,131 D
\$0.01 Per
Share

Common
Stock, Par

Value 08/19/2013 S⁽¹⁾ 7,378 D \$ 68.29 46,753 D
\$0.01 Per
Share

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. 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)	Amount or Number of Shares
Non-qualified Stock Appreciation Right	\$ 34.06	08/19/2013		M	6,367	12/08/2012 12/08/2018	Common Stock, Par Value \$0.01 Per	6,367

								Share
Non-qualified Stock Appreciation Right	\$ 46.78	08/19/2013	M	8,168	12/09/2011	12/09/2017	Common Stock, Par Value \$0.01 Per Share	8,
Non-qualified Stock Appreciation Right	\$ 36.935	08/19/2013	M	15,027	12/10/2010	12/10/2016	Common Stock, Par Value \$0.01 Per Share	15,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sessa Daniel M 2140 LAKE PARK BLVD. RICHARDSON, TX 75080			EVP, Chief HR Officer	

Signatures

/s/ James K. Markey, attorney-in-fact for Daniel M.

Sessa

08/20/2013

__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).

Reflects a weighted average sale price of \$68.29 at prices ranging from \$68.25 to \$68.43 per share. The Reporting Person will provide, (1) upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated December 7, 2012.

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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