

LENNOX INTERNATIONAL INC
 Form 4
 November 13, 2006

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 *
 MCDONOUGH ROBERT J

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 BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	11/09/2006		M		22,713	A	\$ 16.76
					65,754		
Common Stock, par value \$0.01 per share	11/09/2006		D		22,713	D	\$ 28.31
					43,041		
Common Stock, par value \$0.01 per share	11/09/2006		M		14,301	A	\$ 19.0273
					57,342		

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	11/09/2006	M	42,100	A	\$ 16.21	99,442	D
Common Stock, par value \$0.01 per share	11/09/2006	M	21,310	A	\$ 13.375	120,752	D
Common Stock, par value \$0.01 per share	11/09/2006	S	200	D	\$ 28.24	120,552	D
Common Stock, par value \$0.01 per share	11/09/2006	S	15,800	D	\$ 28.25	104,752	D
Common Stock, par value \$0.01 per share	11/09/2006	S	1,300	D	\$ 28.26	103,452	D
Common Stock, par value \$0.01 per share	11/09/2006	S	500	D	\$ 28.27	102,952	D
Common Stock, par value \$0.01 per share	11/09/2006	S	200	D	\$ 28.29	102,752	D
Common Stock, par value \$0.01 per share	11/09/2006	S	4,700	D	\$ 28.31	98,052	D
Common Stock, par value	11/09/2006	S	1,500	D	\$ 28.32	96,552	D

\$0.01 per share							
Common Stock, par value	11/09/2006	S	600	D	\$ 28.33	95,952	D
\$0.01 per share							
Common Stock, par value	11/09/2006	S	200	D	\$ 28.35	95,752	D
\$0.01 per share							
Common Stock, par value	11/09/2006	S	1,800	D	\$ 28.37	93,952	D
\$0.01 per share							
Common Stock, par value	11/09/2006	S	9,800	D	\$ 28.39	84,152	D
\$0.01 per share							
Common Stock, par value	11/09/2006	S	17,800	D	\$ 28.4	66,352	D
\$0.01 per share							
Common Stock, par value	11/09/2006	S	7,110	D	\$ 28.41	59,242	D
\$0.01 per share							
Common Stock, par value	11/09/2006	S	4,100	D	\$ 28.42	55,142	D
\$0.01 per share							
Common Stock, par value	11/09/2006	S	2,001	D	\$ 28.43	53,141	D
\$0.01 per share							
Common Stock, par value	11/09/2006	S	300	D	\$ 28.44	52,841	D
\$0.01 per							

share

Common Stock, par value	11/09/2006	S	3,100	D	\$ 28.46	49,741	D
\$0.01 per share							

Common Stock, par value	11/09/2006	S	1,300	D	\$ 28.47	48,441	D
\$0.01 per share							

Common Stock, par value	11/09/2006	S	800	D	\$ 28.48	47,641	D
\$0.01 per share							

Common Stock, par value	11/09/2006	S	200	D	\$ 28.49	47,441	D
\$0.01 per share							

Common Stock, par value	11/09/2006	S	1,500	D	\$ 28.51	45,941	D
\$0.01 per share							

Common Stock, par value	11/09/2006	S	1,200	D	\$ 28.53	44,741	D
\$0.01 per share							

Common Stock, par value	11/09/2006	S	500	D	\$ 28.55	44,241	D
\$0.01 per share							

Common Stock, par value	11/09/2006	F	6,602	D	\$ 26.85	37,639	D
\$0.01 per share							

Common Stock, par value	11/09/2006	S	1,200	D	\$ 28.45	36,439	D
\$0.01 per share							

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.375	11/09/2006		M	21,310	12/13/2005 ⁽¹⁾ 12/13/2009	Common Stock, par value \$0.01 per share
Non-Qualified Stock Option (right to buy)	\$ 16.21	11/09/2006		M	42,100	12/13/2002 ⁽¹⁾ 12/13/2008	Common Stock, par value \$0.01 per share
Non-Qualified Stock Option (right to buy)	\$ 18.75	11/09/2006		M	14,301	12/10/1999 ⁽¹⁾ 12/10/2008	Common Stock, par value \$0.01 per share
Stock Appreciation Right	\$ 16.76	11/09/2006		M	22,713	12/11/2004 ⁽¹⁾ 12/10/2010	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONOUGH ROBERT J 2140 LAKE PARK BOULEVARD			Executive Vice President	

RICHARDSON, TX 75080

Signatures

By: William F. Stoll, Jr. For: Robert J.
McDonough

11/13/2006

__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, commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to the power of attorney dated April 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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