#### LENNOX INTERNATIONAL INC

Form 4

February 22, 2007

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

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer subject to

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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 *BOXER SCOTT J	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	LENNOX INTERNATIONAL INC [LII]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify		
2140 LAKE PARK BOULEVARD	(Month/Day/Year) 02/20/2007	below) below)  Executive Vice President		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
RICHARDSON, TX 75080	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (4 and :	(D) 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)
Common Stock, par value \$0.01 per share	02/20/2007		Code V  M		(D)	Price \$ 8.1875	360,759	D	
Common Stock, par value \$0.01 per share	02/20/2007		S	6,915	D	\$ 35.79	353,844	D	
Common Stock, par	02/20/2007		S	900	D	\$ 35.8	352,944	D	

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/20/2007	S	1,406	D	\$ 35.81	351,538	D
Common Stock, par value \$0.01 per share	02/21/2007	M	21,552	A	\$ 8.1875	373,090	D
Common Stock, par value \$0.01 per share	02/21/2007	S	1,900	D	\$ 35.7	371,190	D
Common Stock, par value \$0.01 per share	02/21/2007	S	19,652	D	\$ 35.81	351,538	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Options	\$ 8.1875	02/20/2007		M		9,221	12/13/2001(1)	12/13/2007	Common Stock, par value \$0.01 per

(9-02)

share

Common Stock, par

Non-Qualified Stock Options

\$ 8.1875

02/21/2007

M

 $21,552 \quad 12/13/2001_{\underline{(1)}} \quad 12/13/2007$ 

value \$0.01 per share

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOXER SCOTT J 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080

**Executive Vice President** 

**Signatures** 

William F. Stoll, Jr. for Scott J. Boxer

02/22/2007

\*\*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 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. 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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