LENNOX INTERNATIONAL INC

Form 4

February 22, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

NORRIS JOHN W III

1. Name and Address of Reporting Person *

			LENNOX INTERNATIONAL INC [LII]			(Check all applicable)				
(Last) 2140 LAK	(First) (E PARK BLVD.	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2007				_X_ Director Officer (give below)	or 10% Owner r (give title Other (specify below)		
(Street) 4. If Ame			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RICHARDSON, TX 75080								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Secu	rities Acq	uired, Disposed o	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Stock, par value \$0.01 per share	02/20/2007			M	7,148	A	\$ 16.365	281,779	D	
Common Stock, par value \$0.01 per share								4,987	I	B.W. Norris Trust
Common Stock, par								2,693	I	Daughter, Lily

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value \$0.01 per share								
Common Stock, par value \$0.01 per share						4,063	I	L.C. Norris Trust
Common Stock, par value \$0.01 per share						2,545,105	I	Norris Family Ltd. P
Common Stock, par value \$0.01 per share						17,835	I	Son, Benjamin
Common Stock, par value \$0.01 per share						11,240	I	Son, William
Common Stock, par value \$0.01 per share						16,817	I	Spouse, Catherine
Common Stock, par value \$0.01 per share						4,987	I	W.H. Norris Trust
Common Stock, par value \$0.01 per share	02/20/2007	S	7,148	D	\$ 35.3	274,631	D	

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

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

SEC 1474

(9-02)

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

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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)	Fransaction Derivative Expiration Date Code Securities (Month/Day/Year)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock, par value \$0.01 per share	\$ 16.365	02/20/2007		M	7,148	12/14/2002(1)	12/14/2008	Common Stock, par value \$0.01 per share	7,148

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NORRIS JOHN W III							
2140 LAKE PARK BLVD.	X						
RICHARDSON, TX 75080							

Signatures

William F. Stoll, Jr. for John W. Norris, III 02/21/2007

**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 4/23/04.

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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