

LENNOX INTERNATIONAL INC

Form 4

February 20, 2008

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOOTH THOMAS W

(Last) (First) (Middle)

2140 LAKE PARK BOULEVARD

(Street)

RICHARDSON, TX 75080-2254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

LENNOX INTERNATIONAL INC
[LIH]

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

02/15/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

VP Operations Services - SEI

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock, par value \$0.01 per share	02/15/2008		M	3,300	A \$ 19.0273	676,122	D
Common Stock, par value \$0.01 per share	02/15/2008		M	6,900	A \$ 16.21	683,022	D
Common Stock, par	02/15/2008		S	200	D \$ 38.01	682,822	D

value
\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	300	D	\$ 38.02	682,522	D
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\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	200	D	\$ 38.03	682,322	D
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\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	400	D	\$ 38.04	681,922	D
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\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	200	D	\$ 38.06	681,722	D
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\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	500	D	\$ 38.08	681,222	D
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\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	1,900	D	\$ 38.1	679,322	D
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\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	200	D	\$ 38.11	679,122	D
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\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	700	D	\$ 38.12	678,422	D
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\$0.01 per
share

Common
Stock, par

value	02/15/2008	S	300	D	\$ 38.13	678,122	D
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\$0.01 per share							
Common Stock, par value	02/15/2008	S	500	D	\$ 38.14	677,622	D
\$0.01 per share							
Common Stock, par value	02/15/2008	S	600	D	\$ 38.15	677,022	D
\$0.01 per share							
Common Stock, par value	02/15/2008	S	100	D	\$ 38.16	676,922	D
\$0.01 per share							
Common Stock, par value	02/15/2008	S	100	D	\$ 38.17	676,822	D
\$0.01 per share							
Common Stock, par value	02/15/2008	S	500	D	\$ 38.18	676,322	D
\$0.01 per share							
Common Stock, par value	02/15/2008	S	200	D	\$ 38.19	676,122	D
\$0.01 per share							
Common Stock, par value	02/15/2008	S	600	D	\$ 38.2	675,522	D
\$0.01 per share							
Common Stock, par value	02/15/2008	S	500	D	\$ 38.21	675,022	D
\$0.01 per share							
Common Stock, par value	02/15/2008	S	200	D	\$ 38.22	674,822	D
\$0.01 per							

share

Common
Stock, par
value
\$0.01 per
share

02/15/2008

S

200

D

\$ 38.24

674,622

D

Common
Stock, par
value
\$0.01 per
share

02/15/2008

S

800

D

\$ 38.25

673,822

D

Common
Stock, par
value
\$0.01 per
share

02/15/2008

S

400

D

\$ 38.27

673,422

D

Common
Stock, par
value
\$0.01 per
share

02/15/2008

S

100

D

\$ 38.28

673,322

D

Common
Stock, par
value
\$0.01 per
share

02/15/2008

S

300

D

\$ 38.29

673,022

D

Common
Stock, par
value
\$0.01 per
share

02/15/2008

S

200

D

\$ 38.3

672,822

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)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or N of S
						Common Stock, par value \$0.01 per share	6
						Common Stock, par value \$0.01 per share	3

Non-Qualified
Stock Option
(right-to-buy)

\$ 16.21

02/15/2008

M

6,900

12/13/2002⁽¹⁾

12/13/2008

Non-Qualified
Stock Option
(right-to-buy)

\$ 19.0273

02/15/2008

M

3,300

12/10/1999⁽²⁾

12/10/2008

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOOTH THOMAS W 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080-2254	X		VP Operations Services - SEI	

Signatures

By: William F. Stoll, Jr. For Thomas W.
Booth

02/20/2008

**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 12/13/01.

(2) 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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