

LENNOX INTERNATIONAL INC

Form 4

February 26, 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 *
MAJOR JOHN E

2. Issuer Name **and** Ticker or Trading
Symbol

LENNOX INTERNATIONAL INC
[LIH]

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)

02/25/2008

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

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

RICHARDSON, TX 75080

(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)
Common Stock, par value \$0.01 per share	02/25/2008		M	13,131 A	\$ 18.215 53,820	D	
Common Stock, par value \$0.01 per share	02/25/2008		S	531 D	\$ 38.25 53,289	D	
Common Stock, par	02/25/2008		S	400 D	\$ 38.255 52,889	D	

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S

100

D

\$ 38.28

52,789

D

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S

400

D

\$ 38.3

52,389

D

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S

200

D

\$ 38.31

52,189

D

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S

500

D

\$
38.3101

51,689

D

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S

100

D

\$ 38.315

51,589

D

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S

400

D

\$ 38.32

51,189

D

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S

200

D

\$ 38.329

50,989

D

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S

200

D

\$ 38.34

50,789

D

Common
Stock, par
value

02/25/2008

S

500

D

\$ 38.345

50,289

D

\$0.01 per share							
Common Stock, par value	02/25/2008	S	2,000	D	\$ 38.35	48,289	D
\$0.01 per share							
Common Stock, par value	02/25/2008	S	100	D	\$ 38.405	48,189	D
\$0.01 per share							
Common Stock, par value	02/25/2008	S	1,000	D	\$ 38.4201	47,189	D
\$0.01 per share							
Common Stock, par value	02/25/2008	S	200	D	\$ 38.425	46,989	D
\$0.01 per share							
Common Stock, par value	02/25/2008	S	100	D	\$ 38.45	46,889	D
\$0.01 per share							
Common Stock, par value	02/25/2008	S	300	D	\$ 38.47	46,589	D
\$0.01 per share							
Common Stock, par value	02/25/2008	S	1,500	D	\$ 38.48	45,089	D
\$0.01 per share							
Common Stock, par value	02/25/2008	S	500	D	\$ 38.485	44,589	D
\$0.01 per share							
Common Stock, par value	02/25/2008	S	400	D	\$ 38.49	44,189	D
\$0.01 per							

share

Common
Stock, par
value
\$0.01 per
share

02/25/2008

S 3,500 D \$ 38.5 40,689 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.

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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)	\$ 18.215	02/25/2008		M	13,131	12/10/2005 ⁽¹⁾ 12/10/2011	Common Stock, par value \$0.01 per share

Reporting Owners

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

Signatures

William F. Stoll, Jr. for John E.
Major

02/26/2008

____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 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.

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