

LENNOX INTERNATIONAL INC

Form 4

March 03, 2008

**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 \*  
BYRNE JAMES J

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)

RICHARDSON, TX 75080

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2008

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

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/28/2008		M	12,483	A \$ 13.375	68,824	D
Common Stock, par value \$0.01 per share	02/28/2008		S	100	D \$ 38.6	68,724	D
Common Stock, par	02/28/2008		S	1,100	D \$ 38.61	67,624	D

value  
\$0.01 per  
share

Common  
Stock, par

value	02/28/2008	S	1,000	D	\$ 38.62	66,624	D
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\$0.01 per  
share

Common  
Stock, par

value	02/28/2008	S	200	D	\$ 38.63	66,424	D
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\$0.01 per  
share

Common  
Stock, par

value	02/28/2008	S	800	D	\$ 38.64	65,624	D
-------	------------	---	-----	---	----------	--------	---

\$0.01 per  
share

Common  
Stock, par

value	02/28/2008	S	1,000	D	\$ 38.66	64,624	D
-------	------------	---	-------	---	----------	--------	---

\$0.01 per  
share

Common  
Stock, par

value	02/28/2008	S	500	D	\$ 38.68	64,124	D
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\$0.01 per  
share

Common  
Stock, par

value	02/28/2008	S	200	D	\$ 38.69	63,924	D
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\$0.01 per  
share

Common  
Stock, par

value	02/28/2008	S	700	D	\$ 38.7	63,224	D
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\$0.01 per  
share

Common  
Stock, par

value	02/28/2008	S	100	D	\$ 38.71	63,124	D
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\$0.01 per  
share

Common  
Stock, par  
value

02/28/2008	S	300	D	\$ 38.72	62,824	D
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\$0.01 per share							
Common Stock, par value	02/28/2008	S	200	D	\$ 38.73	64,624	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	200	D	\$ 38.74	62,424	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	1,000	D	\$ 38.75	61,424	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	783	D	\$ 38.76	60,641	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	1,500	D	\$ 38.78	59,141	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	100	D	\$ 38.79	59,041	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	200	D	\$ 38.8	58,841	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	100	D	\$ 38.81	58,741	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	100	D	\$ 38.82	58,641	D
\$0.01 per							

share

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

500

D

\$ 38.83 58,141

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

200

D

\$ 38.84 57,941

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

100

D

\$ 38.85 57,841

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

700

D

\$ 38.86 57,141

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

200

D

\$ 38.88 56,941

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

100

D

\$ 38.92 56,841

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

200

D

\$ 39 56,641

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

100

D

\$ 39.06 56,541

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/28/2008

S

200

D

\$ 39.08 56,341

D

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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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.375	02/28/2008		M	12,483	12/13/2003 <sup>(1)</sup> 12/13/2009	Common Stock, par value \$0.01 per share

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BYRNE JAMES J 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X

## Signatures

William F. Stoll, Jr. for James J.  
Byrne 03/03/2008

\_\_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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