

LENNOX INTERNATIONAL INC

Form 4

May 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 *
Moon David W

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)

05/16/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

____ Director

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

EVP, President & COO of WWR

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	05/16/2008		M	6,900	A \$ 16.21	66,656	D
Common Stock, par value \$0.01 per share	05/16/2008		M	3,300	A \$ 19.0273	69,956	D
Common Stock, par	05/16/2008		S	200	D \$ 34.78	69,756	D

value
\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	600	D	\$ 34.79	69,156	D
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\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	1,000	D	\$ 34.8	68,156	D
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\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	400	D	\$ 34.81	67,756	D
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\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	200	D	\$ 34.82	67,556	D
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\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	200	D	\$ 34.83	67,356	D
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\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	100	D	\$ 34.85	67,256	D
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\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	100	D	\$ 34.86	67,156	D
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\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	200	D	\$ 34.87	66,956	D
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\$0.01 per
share

Common
Stock, par

value	05/16/2008	S	100	D	\$ 34.88	66,856	D
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\$0.01 per share							
Common Stock, par value	05/16/2008	S	200	D	\$ 34.89	66,656	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	600	D	\$ 34.9	66,056	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	300	D	\$ 34.91	65,756	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.92	65,356	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	800	D	\$ 34.93	64,556	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	500	D	\$ 34.94	64,056	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.95	63,656	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.96	63,256	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	300	D	\$ 34.97	62,956	D
\$0.01 per							

share

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 300 D \$ 34.98 62,656 D

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 100 D \$ 34.99 62,556 D

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 200 D \$ 35 62,356 D

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 100 D \$ 35.01 62,256 D

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 100 D \$ 35.03 62,156 D

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 300 D \$ 35.04 61,856 D

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 200 D \$ 35.05 61,656 D

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 300 D \$ 35.06 61,356 D

Common
Stock, par
value 05/16/2008
\$0.01 per
share

S 400 D \$ 35.07 60,956 D

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

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Common Stock, par value \$0.01 per share	\$ 16.21	05/16/2008		M	6,900	12/13/2002 ⁽¹⁾ 12/13/2008	Common Stock, par value 6,900 \$0.01 per share
Common Stock, par value \$0.01 per share	\$ 19.0273	05/16/2008		M	3,300	12/10/1999 ⁽²⁾ 12/10/2008	Common Stock, par value 3,300 \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Moon David W 2140 LAKE PARK BLVD RICHARDSON, TX 75080	EVP, President & COO of WWR

Signatures

William F. Stoll, Jr. for David W.
Moon

05/20/2008

**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) This option becomes exercisable in three equal annual installments beginning on 12/13/02.
- (2) This option becomes exercisable in three equal annual installments one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated 8/16/2006.

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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