

LENNOX INTERNATIONAL INC

Form 4

July 29, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENRY C L

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)
07/28/2008

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

RICHARDSON, TX 75080

(City) (State) (Zip)

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

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	07/28/2008		M	11,348 A	\$ 16.365 36,831	D	
Common Stock, par value \$0.01 per share	07/28/2008		S	300 D	\$ 35 36,531	D	
Common Stock, par	07/28/2008		S	400 D	\$ 35.01 36,131	D	

value
\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	600	D	\$ 35.02	35,531	D
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\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	800	D	\$ 35.03	34,731	D
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\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	700	D	\$ 35.04	34,031	D
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\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	900	D	\$ 35.05	33,131	D
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\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	800	D	\$ 35.06	32,331	D
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\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	548	D	\$ 35.07	31,783	D
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\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	100	D	\$ 35.08	31,683	D
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\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	5,300	D	\$ 35.1	26,383	D
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\$0.01 per
share

Common
Stock, par

value	07/28/2008	S	300	D	\$ 35.11	26,083	D
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\$0.01 per
share

Common
Stock, par
value

07/28/2008

S

100

D

\$ 35.16 25,983

D

\$0.01 per
share

Common
Stock, par
value

07/28/2008

S

100

D

\$ 35.18 25,883

D

\$0.01 per
share

Common
Stock, par
value

07/28/2008

S

100

D

\$ 35.2 25,783

D

\$0.01 per
share

Common
Stock, par
value

07/28/2008

S

100

D

\$ 35.21 25,683

D

\$0.01 per
share

Common
Stock, par
value

07/28/2008

S

200

D

\$ 35.22 25,483

D

\$0.01 per
share

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
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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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title

Non-Qualified Stock Option (right to buy)	\$ 16.365	07/28/2008	M	11,348	12/14/2002 ⁽¹⁾	12/14/2008	Common Stock, par value \$0.01 per share
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY C L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080		X		

Signatures

William F. Stoll, Jr. for C.L.
Henry

07/29/2008

__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 beginning on 12/14/2002.

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.