

LENNOX INTERNATIONAL INC

Form 4

July 31, 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 *
BOXER SCOTT J

2. Issuer Name **and** Ticker or Trading
Symbol
LENNOX INTERNATIONAL INC
[LII]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2140 LAKE PARK BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2008

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
LII EVP/President SEI

RICHARDSON, TX 75080

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock, par value \$0.01 per share	07/30/2008		M		5,000	A \$ 16.21	349,361	D	
Common Stock, par value \$0.01 per share	07/30/2008		S		4,900	D \$ 36.25	344,461	D	
Common Stock, par value \$0.01 per share	07/30/2008		S		100	D \$ 36.42	344,361	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Common Stock, par value \$0.01 per share
Non-Qualified Stock Option (right to buy)	\$ 16.21	07/30/2008		M	5,000	12/13/2002 ⁽¹⁾ 12/13/2008	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOXER SCOTT J 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080	LII EVP/President SEI

Signatures

William F. Stoll, Jr. for Scott J.
Boxer 07/31/2008

**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 12/13/2002.

Remarks:

Attorney-in-fact pursuant to the power of attorney dated April 23, 2004.

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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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