Bizios Harry J Form 4 November 14, 2012

Common

Stock, Par

11/12/2012

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bizios Harry J Issuer Symbol LENNOX INTERNATIONAL INC (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 2140 LAKE PARK BLVD. 11/12/2012 EVP, Pres/COO Commercial (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting RICHARDSON, TX 75080 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, Par Value 11/12/2012 M 17,062 A \$ 50.25 52,822 D \$0.01 Per Share Common Stock, Par Value 11/12/2012 D 12,875 D \$ 50.25 39,947 D \$0.01 Per Share

M

20,359 A

\$ 50.19 60,306

D

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Value \$0.01 Per Share							
Common Stock, Par Value \$0.01 Per Share	11/12/2012	D	15,684	D	\$ 50.19	44,622	D
Common Stock, Par Value \$0.01 Per Share	11/12/2012	M	25,994	A	\$ 50.21	70,616	D
Common Stock, Par Value \$0.01 Per Share	11/12/2012	D	18,754	D	\$ 50.21	51,862	D
Common Stock, Par Value \$0.01 Per Share	11/12/2012	S	17,027	D	\$ 50.237	34,835	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title o
Non-qualified Stock Appreciation Right	\$ 30.845	11/12/2012		M		17,062	12/08/2007(2)	12/08/2013	Common Stock, Par Value \$0.01 Per

(9-02)

							Share
Non-qualified Stock Appreciation Right	\$ 34.52	11/12/2012	M	20,359	12/06/2008(2)	12/06/2014	Common Stock, Par Value 2 \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 28.24	11/12/2012	M	25,994	12/11/2009(2)	12/11/2015	Common Stock, Par Value 2 \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bizios Harry J

2140 LAKE PARK BLVD. EVP, Pres/COO Commercial

RICHARDSON, TX 75080

Signatures

John D. Torres, attorney-in-fact for Harry J.

Bizios 11/14/2012

**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).
- Reflects a weighted average sale price of \$50.237 at prices ranging from \$50.09 to \$50.44 per share. The Reporting Person will provide,
- (1) upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) One third of the Stock Appreciation Rights became exercisable on each of the three anniversary dates following the date of grant, and the entire grant became fully exercisable at that time.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated May 12, 2010.

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.

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