

BEDAPUDI PRAKASH

Form 4

November 27, 2012

**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 \*  
BEDAPUDI PRAKASH

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 BLVD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/26/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Technology Officer

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 | 11/26/2012                           |  | S                              |   | 12,598  | D  | \$ 52.323<br><u>(1)</u>           |
| Common Stock, Par Value \$0.01 Per Share | 11/26/2012                           |  | M                              |   | 1,949   | A  | \$ 52.38 15,964                   |
| Common Stock, Par Value \$0.01 Per Share | 11/26/2012                           |  | M                              |   | 8,497   | A  | \$ 52.37 24,461                   |

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Value  
\$0.01 Per  
Share

Common  
Stock, Par

Value 11/26/2012 M 1,876 A \$ 52.37 26,337 D

\$0.01 Per  
Share

Common  
Stock, Par

Value 11/26/2012 M 276 A \$ 52.35 26,613 D

\$0.01 Per  
Share

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Appreciation Right     | \$ 29.245  | 11/26/2012                           |  | M                              | 6,000   | 07/07/2009 <sup>(2)</sup> 07/07/2015                     | Common Stock, Par Value \$0.01 Per Share          |
| Non-qualified Stock Appreciation Right     | \$ 28.24   | 11/26/2012                           |  | M                              | 25,994  | 12/11/2009 <sup>(2)</sup> 12/11/2015                     | Common Stock, Par Value \$0.01 Per Share          |
| Non-qualified Stock Appreciation Right     | \$ 36.935  | 11/26/2012                           |  | M                              | 10,018  | 12/10/2010 <sup>(2)</sup> 12/10/2016                     | Common Stock, Par Value \$0.01 Per                |

|   |          |            |   |       |                           |            |   |
|---|----------|------------|---|-------|---------------------------|------------|---|
| Non-qualified<br>Stock<br>Appreciation<br>Right | \$ 46.78 | 11/26/2012 | M | 4,084 | 12/09/2011 <sup>(2)</sup> | 12/09/2017 | Share<br>Common<br>Stock,<br>Par Value<br>\$0.01 Per<br>Share |
|---|----------|------------|---|-------|---------------------------|------------|---|

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| BEDAPUDI PRAKASH<br>2140 LAKE PARK BLVD<br>RICHARDSON, TX 75080 |               |           | EVP, Chief Technology Officer |       |

## Signatures

/s/ John D. Torres, attorney-in-fact for Prakash  
Bedapudi

11/27/2012

\*\*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 \$52.323 at prices ranging from \$52.30 to \$52.38 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.

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