

LENNOX INTERNATIONAL INC
 Form 4
 April 15, 2015

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 *
 NORRIS JOHN W III

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)
 04/15/2015

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 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 | 04/15/2015 | | A ⁽¹⁾ | 44 | A \$ 111.69 | 269,327 | D |
| Common Stock, Par Value \$0.01 Per Share | | | | | 16,147 | I | B.W. Norris Revocable Trust |
| Common Stock, | | | | | 16,838 | I | Catherine Houlihan-spouse |

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| | | | |
|--|---------|---|--|
| Par Value \$0.01 Per Share | | | <u>(2)</u> |
| Common Stock, Par Value \$0.01 Per Share | 12,225 | I | B.w. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 11,301 | I | L. C. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 12,225 | I | W.h. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 1,000 | I | Lily <u>(2)</u> |
| Common Stock, Par Value \$0.01 Per Share | 321,750 | I | John W. Norris, Jr. Trust A <u>(2)</u> |
| Common Stock, Par Value \$0.01 Per Share | 438,447 | I | Norris Family Ltd. P <u>(2)</u> |
| Common Stock, Par Value \$0.01 Per Share | 266,667 | I | Norris Family Irrevocable Trust <u>(3)</u> |
| Common Stock, Par Value \$0.01 Per Share | 16,147 | I | Son <u>(2)</u> |
| Common Stock, Par Value | 9,767 | I | W.H. Norris Revocable Trust |

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) Director's Quarterly Stock Compensation
 - (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (3) The reporting person disclaims beneficial ownership of two-thirds of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 7, 2012.

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.