

LENNOX INTERNATIONAL INC
 Form 4
 May 28, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Young Douglas L

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)
 05/26/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, President & COO RHC

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 | 05/26/2015 | | M ⁽¹⁾ | | 982 | A | \$ 0 | 61,498 | D |
| Common Stock, Par Value \$0.01 Per Share | 05/26/2015 | | M ⁽¹⁾ | | 1,048 | A | \$ 0 | 62,546 | D |
| Common Stock, Par Value \$0.01 Per Share | 05/26/2015 | | M ⁽¹⁾ | | 1,048 | A | \$ 0 | 63,594 | D |

| | | | | | | | |
|-------------------------------|------------|------------------|-------|---|--------------|--------|---|
| Value \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 05/26/2015 | M ⁽¹⁾ | 1,296 | A | \$ 0 | 64,890 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 05/26/2015 | M ⁽¹⁾ | 1,296 | A | \$ 0 | 66,186 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 05/27/2015 | S | 982 | D | \$ 113.86 | 65,204 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 05/27/2015 | S | 1,048 | D | \$ 113.86 | 64,156 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 05/27/2015 | S | 1,296 | D | \$ 113.86 | 62,860 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 05/27/2015 | S | 1,048 | D | \$ 115 | 61,812 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 05/27/2015 | S | 1,296 | D | \$ 113.86 | 60,516 | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Appreciation Right | \$ 36.935 | 05/26/2015 | | M | 2,504 | 12/10/2010 ⁽²⁾ 12/10/2016 | Common Stock, Par Value \$0.01 Per Share |
| Non-qualified Stock Appreciation Right | \$ 46.78 | 05/26/2015 | | M | 3,063 | 12/09/2011 ⁽³⁾ 12/09/2017 | Common Stock, Par Value \$0.01 Per Share |
| Non-qualified Stock Appreciation Right | \$ 46.78 | 05/26/2015 | | M | 3,063 | 12/09/2011 ⁽³⁾ 12/09/2017 | Common Stock, Par Value \$0.01 Per Share |
| Non-qualified Stock Appreciation Right | \$ 34.06 | 05/26/2015 | | M | 3,183 | 12/08/2012 ⁽⁴⁾ 12/08/2018 | Common Stock, Par Value \$0.01 Per Share |
| Non-qualified Stock Appreciation Right | \$ 34.06 | 05/26/2015 | | M | 3,183 | 12/08/2012 ⁽⁴⁾ 12/08/2018 | Common Stock, Par Value \$0.01 Per Share |

Reporting Owners

Reporting Owner Name / Address

Relationships

Young Douglas L
2140 LAKE PARK BLVD.
RICHARDSON, TX 75080

Director 10% Owner Officer Other

EVP, President & COO RHC

Signatures

/s/ James K. Markey, attorney-in-fact for Douglas L.
Young

05/28/2015

__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) This exercise was effected pursuant to a Rule 10b5-1 trading plan.
 - (2) One third of the Stock Appreciation Rights became exercisable on 12/10/2010 and each year thereafter. The entire grant became fully exercisable on 12/10/12.
 - (3) One-third of the Stock Appreciation Rights became exercisable on 12/9/2011 and each year thereafter. The entire grant became fully exercisable on 12/9/2013.
 - (4) One third of the Stock Appreciation Rights became exercisable on 12/8/2012 and each year thereafter. The entire grant became fully exercisable on 12/8/14.

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.

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