

LENNOX INTERNATIONAL INC
Form 4
August 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SCHWARTZ MICHAEL E

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)
08/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	08/01/2005		M		22,100	A	\$ 8.1875
					289,875 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	08/01/2005		S		800	D	\$ 24.37
					289,075	D	
Common Stock, par	08/01/2005		S		2,000	D	\$ 24.31
					287,075	D	

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	08/01/2005	S	5,800	D	\$ 24.28	281,275	D
Common Stock, par value \$0.01 per share	08/01/2005	S	1,400	D	\$ 24.33	279,875	D
Common Stock, par value \$0.01 per share	08/01/2005	S	2,500	D	\$ 24.3	277,375	D
Common Stock, par value \$0.01 per share	08/01/2005	S	8,100	D	\$ 24.27	269,275	D
Common Stock, par value \$0.01 per share	08/01/2005	S	800	D	\$ 24.32	268,475	D
Common Stock, par value \$0.01 per share	08/01/2005	S	700	D	\$ 24.29	267,775	D
Common Stock, par value \$0.01 per share	08/02/2005	M	26,400	A	\$ 19.0273	294,175	D
Common Stock, par value \$0.01 per share	08/02/2005	M	42,100	A	\$ 16.21	336,275	D
Common Stock, par value	08/02/2005	S	400	D	\$ 24.6	335,875	D

\$0.01 per share							
Common Stock, par value	08/02/2005	S	500	D	\$ 24.56	335,375	D
\$0.01 per share							
Common Stock, par value	08/02/2005	S	2,500	D	\$ 24.51	332,875	D
\$0.01 per share							
Common Stock, par value	08/02/2005	S	1,900	D	\$ 24.47	330,975	D
\$0.01 per share							
Common Stock, par value	08/02/2005	S	1,000	D	\$ 24.43	329,975	D
\$0.01 per share							
Common Stock, par value	08/02/2005	S	700	D	\$ 24.59	329,275	D
\$0.01 per share							
Common Stock, par value	08/02/2005	S	600	D	\$ 24.52	328,675	D
\$0.01 per share							
Common Stock, par value	08/02/2005	S	3,100	D	\$ 24.46	325,575	D
\$0.01 per share							
Common Stock, par value	08/02/2005	S	1,800	D	\$ 24.42	323,775	D
\$0.01 per share							
Common Stock, par value	08/02/2005	S	100	D	\$ 24.58	323,675	D
\$0.01 per							

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share

Common
Stock, par
value 08/02/2005
\$0.01 per
share

S 100 D \$ 24.49 323,575 D

Common
Stock, par
value 08/02/2005
\$0.01 per
share

S 2,300 D \$ 24.45 321,275 D

Common
Stock, par
value 08/02/2005
\$0.01 per
share

S 5,500 D \$ 24.57 315,775 D

Common
Stock, par
value 08/02/2005
\$0.01 per
share

S 22,400 D \$ 24.4 293,375 D

Common
Stock, par
value 08/02/2005
\$0.01 per
share

S 3,900 D \$ 24.48 289,475 D

Common
Stock, par
value 08/02/2005
\$0.01 per
share

S 17,900 D \$ 24.44 271,575 D

Common
Stock, par
value 08/02/2005
\$0.01 per
share

S 3,000 D \$ 24.41 268,575 D

Common
Stock, par
value 08/02/2005
\$0.01 per
share

S 800 D \$ 24.5 267,775 D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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. 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 Option (right to buy)	\$ 8.1875	08/01/2005		M	22,100	12/13/2000 ⁽²⁾ 09/02/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.21	08/02/2005		M	42,100	05/17/2002 ⁽³⁾ 09/02/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.0273	08/02/2005		M	26,400	12/10/1998 ⁽²⁾ 09/02/2005	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARTZ MICHAEL E 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			Executive Vice President	

Signatures

/s/ Kenneth C. Fernandez., Attorney-in-fact for Michael G. Schwartz 08/03/2005

__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) Includes 52 shares acquired through broker-administered dividend arrangement from cash dividends paid on ESPP shares, which is intended to qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code of 1986, as amended.
- (2) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.
- (3) The option becomes exercisable in three equal annual installments, commencing one year after December 13, 2001.

Remarks:

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

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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