

LENNOX INTERNATIONAL INC
 Form 4
 January 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 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)
 01/02/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, President & COO LII 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 01/02/2008 | | S ⁽¹⁾ | 100 D | \$ 41.39 | 115,329 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | | S ⁽¹⁾ | 200 D | \$ 41.41 | 115,129 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | | S ⁽¹⁾ | 1,700 D | \$ 41.43 | 113,429 | D |

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| | | | | | | | |
|---|------------|------------------------|-------|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 41.46 | 113,329 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 41.47 | 113,129 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 41.48 | 113,029 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 41.49 | 112,929 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 1,200 | D | \$ 41.5 | 111,729 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 41.51 | 111,429 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 41.55 | 111,329 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 41.56 | 111,029 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 600 | D | \$ 41.57 | 110,429 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 41.6 | 110,229 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 41.62 | 110,129 | D |
| | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | | 110,029 | D |

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| | | | | | | | |
|---|------------|------------------------|-------|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 41.63 | | |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 41.65 | 109,929 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 41.66 | 109,729 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 41.7 | 109,329 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 41.71 | 108,929 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 600 | D | \$ 41.75 | 108,329 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 41.77 | 107,829 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 41.78 | 107,529 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 41.79 | 107,429 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 1,300 | D | \$ 41.8 | 106,129 | D |
| Common Stock, par value \$0.01 per share | 01/02/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 41.81 | 105,729 | D |
| | 01/02/2008 | <u>S⁽¹⁾</u> | 200 | D | | 105,529 | D |

| | | | | | | | | |
|---|------------|--|------------------|-----|-------|-------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ | | | |
| | | | | | 41.82 | | | |
| Common Stock, par value \$0.01 per share | 01/02/2008 | | S ⁽¹⁾ | 100 | D | \$ | 105,429 | D |
| | | | | | | 41.86 | | |
| Common Stock, par value \$0.01 per share | 01/02/2008 | | S ⁽¹⁾ | 300 | D | \$ | 105,129 | D |
| | | | | | | 41.87 | | |
| Common Stock, par value \$0.01 per share | 01/02/2008 | | S ⁽¹⁾ | 200 | D | \$ | 104,929 | D |
| | | | | | | 41.88 | | |

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)

| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| | | | | | | | | | |
|--|--|--|--|------|-----------|---------------------|--------------------|-------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Young Douglas L 2140 LAKE PARK BLVD. | | | EVP, President & COO LII RHC | |

RICHARDSON, TX 75080

Signatures

William F. Stoll, Jr. for Douglas L.
Young

01/04/2008

__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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/1/2007.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated 10/16/2006.

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.