

LENNOX INTERNATIONAL INC
Form 4
August 12, 2008

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

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 *
BYRNE JAMES J

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

2140 LAKE PARK BLVD.

08/08/2008

(Street)

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

RICHARDSON, TX 75080

(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) | | 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 | 08/08/2008 | | M | 9,900 | A | \$ 19.03 66,781 | D | |
| Common Stock, Par Value \$0.01 Per Share | 08/08/2008 | | S | 200 | D | \$ 37.01 66,581 | D | |
| Common Stock, Par Value \$0.01 Per Share | 08/08/2008 | | S | 1,300 | D | \$ 37.05 65,281 | D | |

| | | | | | | | |
|-------------------------------|------------|---|-------|---|-------------|--------|---|
| Value \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 08/08/2008 | S | 200 | D | \$ 37.06 | 65,081 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 08/08/2008 | S | 500 | D | \$ 37.09 | 64,581 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 08/08/2008 | S | 2,900 | D | \$ 37.1 | 61,681 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 08/08/2008 | S | 2,900 | D | \$ 37.11 | 58,781 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 08/08/2008 | S | 800 | D | \$ 37.12 | 57,981 | D |
| \$0.01 Per Share | | | | | | | |
| Common Stock, Par Value | 08/08/2008 | S | 1,100 | D | \$ 37.13 | 56,881 | 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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|---|--|---|---|--------------------------------------|--|--|--|

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| Security | | | Disposed of | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of Sh |
|---|----------|------------|-------------|-----|------|---|-----|-----|---------------------------|-----------------|--|----------------|
| | \$ | | (D) | (D) | | | | | | | | |
| Non-qualified Stock Option (Right to Buy) | \$ 19.03 | 08/08/2008 | | | M | | | | 12/11/1999 ⁽¹⁾ | 12/11/2008 | Common Stock, Par Value \$0.01 Per Share | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BYRNE JAMES J 2140 LAKE PARK BLVD. RICHARDSON, TX 75080 | | X | | |

Signatures

/s/ William F. Stoll, Jr. for James J.
Byrne
08/12/2008
Date

**Signature of Reporting Person

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) The option becomes exercisable in three equal annual installments commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to the 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. 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.