

LENNOX INTERNATIONAL INC  
 Form 4  
 July 28, 2009

**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)  
**2140 LAKE PARK BLVD.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/24/2009**

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 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, Par Value \$0.01 Per Share <sup>(4)</sup>	07/24/2009		S	6,040	D	\$ 35.27 <sup>(1)</sup>	55,464	D
Common Stock, Par Value \$0.01 Per Share <sup>(4)</sup>	07/24/2009		S	4,067	D	\$ 35.105 <sup>(2)</sup>	51,397	D
Common Stock, Par Value	07/24/2009		S	900	D	\$ 35.2	50,497	D

Value  
\$0.01 Per  
Share <sup>(4)</sup>

Common  
Stock, Par  
Value 07/24/2009  
\$0.01 Per  
Share <sup>(4)</sup>

S 11,515 D \$ 35.098 38,982 D  
<sup>(3)</sup>

Common  
Stock, Par  
Value 07/24/2009  
\$0.01 Per  
Share <sup>(4)</sup>

M 12,415 A \$ 16.995 51,397 D

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 Security (Instr. 3 and 4)
Non-qualified Stock Option (Right to Buy)	\$ 16.995	07/24/2009		M	12,415	12/12/2004 <sup>(4)</sup> 12/12/2010	Common Stock, Par Value \$0.01 Per Share

## 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/ John D. Torres, attorney-in-fact for Mr. James J.  
Bryne

07/28/2009

\_\_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) Price reflects the weighted average ranging from \$35.20 to \$35.38.
  - (2) Price reflects the weighted average ranging from \$35.08 to \$35.18.
  - (3) Price reflects the weighted average ranging from \$35.04 to \$35.17.
  - (4) 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 December 11, 2008.

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.