

LENNOX INTERNATIONAL INC
Form 4
August 11, 2010

FORM 4

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

OMB APPROVAL

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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 *
BOOTH STEVEN R

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)
08/09/2010

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

2140 LAKE PARK BLVD.

(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 75080-2254

(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	(A) or (D)	Price
Common Stock, Par Value \$0.01 Per Share	08/09/2010		M		12,415	A	\$ 16.995
					66,659	D	
Common Stock, Par Value \$0.01 Per Share	08/09/2010		S		12,415	D	\$ 46.425 (1)
					54,244	D	
Common Stock, Par Value \$0.01 Per Share	08/09/2010		M		13,131	A	\$ 18.215
					67,375	D	

Value \$0.01 Per Share								
Common Stock, Par Value \$0.01 Per Share	08/09/2010	S	13,131	D	\$ 46.425 <u>(1)</u>	54,244	D	
Common Stock, Par Value \$0.01 Per Share	08/09/2010	S ⁽²⁾	7,200	D	\$ 46.5021	1,847,343	I	Trust Fbo Richard Booth ⁽³⁾
Common Stock, Par Value \$0.01 Per Share						53,139	I	Daughter, Jessica
Common Stock, Par Value \$0.01 Per Share						32,355	I	Son, Nicholas
Common Stock, Par Value \$0.01 Per Share						60,509	I	Spouse, Beth ⁽³⁾
Common Stock, Par Value \$0.01 Per Share						642,741	I	Steven R. Booth Trust

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

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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 Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and An Underlying Sec (Instr. 3 and 4)
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Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
									Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Option (Right to Buy)	\$ 16.995	08/09/2010	M				12/12/2004 ⁽⁴⁾	12/12/2010	
									Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Option (Right to Buy)	\$ 18.215	08/09/2010	M				12/10/2005 ⁽⁴⁾	12/10/2011	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOOTH STEVEN R 2140 LAKE PARK BLVD. RICHARDSON, TX 75080-2254	X			

Signatures

/s/ Robert L. Villasenor, attorney-in-fact for Steven R. Booth	08/11/2010
**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 price reflects the weighted average of shares sold. The prices range from \$46.14 to \$46.522.
- (2) This sale was effected pursuant to a 10b5-1 trading plan.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) The option became 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 May 12, 2010.

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.