LENNOX INTERNATIONAL INC
Form 4
April 30, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
NORRIS JOHN W III

(Last) (First) (Middle)

2140 LAKE PARK BLVD.

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LENNOX INTERNATIONAL INC [LII]

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value $0.01 Per Share	04/27/2012		M		2,546	A	$ 29.355	278,318	D	
Common Stock, Par Value $0.01 Per Share	04/27/2012		D		1,731	D	$ 43.185	276,587	D	
Common Stock, Par								16,147	I	Son

Common Stock, Par Value $0.01 Per Share			
Common Stock, Par Value $0.01 Per Share	15,823	I	Spouse (1)
Common Stock, Par Value $0.01 Per Share	12,225	I	B.w. Norris Trust
Common Stock, Par Value $0.01 Per Share	11,301	I	L. C. Norris Trust
Common Stock, Par Value $0.01 Per Share	2,545,105	I	Norris Family Ltd. P (1)
Common Stock, Par Value $0.01 Per Share	12,225	I	W.h. Norris Trust
Common Stock, Par Value $0.01 Per Share	1,000	I	Daughter
Common Stock, Par Value $0.01 Per Share	9,547	I	Son

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

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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Non-qualified Stock Appreciation Right	$ 29.355	04/27/2012		M			2,546	12/09/2006(2)	12/09/2012	Common Stock, Par Value $0.01 Per Share	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRIS JOHN W III 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X			

Signatures

/s/ John D. Tores, attorney-in-fact for Mr. John W. Norris III	04/30/2012
**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) 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.

(2) One third of the Stock Appreciation Right became exercisable on each of the three anniversary dates following the date of grant (12/9/2005), and became fully exercisable on 12/9/2008.

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.
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