

LENNOX INTERNATIONAL INC
Form 4
December 15, 2015

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 *
Moon David W

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)
12/11/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, President & COO of WWR

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)
Common Stock, Par Value \$0.01 Per Share	12/11/2015		M	25,994 A	\$ 28.24 111,757	D	Indirect Beneficial Ownership
Common Stock, Par Value \$0.01 Per Share	12/11/2015		D	14,179 D	\$ 130.16 97,578	D	Indirect Beneficial Ownership
Common Stock, Par Value \$0.01 Per Share	12/11/2015		A	2,433 A	\$ 131.94 100,011	D	Indirect Beneficial Ownership

Value
\$0.01 Per
Share

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

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(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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Appreciation Right	\$ 28.24	12/11/2015		M ⁽¹⁾	25,994	12/11/2009 ⁽²⁾ 12/11/2015	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 131.94	12/11/2015		A	8,754	12/11/2016 ⁽³⁾ 12/11/2022	Common Stock, Par Value \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Moon David W
2140 LAKE PARK BLVD
RICHARDSON, TX 75080

EVP, President & COO of WWR

Signatures

/s/ James K. Markey, attorney-in-fact for David W. Moon

12/14/2015

 **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) Pursuant to the terms of the grant, the SARs were automatically exercised because they were about to expire.
- (2) One third of the Stock Appreciation Rights became exercisable on 12/11/09 and each year thereafter. The entire grant became fully exercisable on 12/11/11.
- (3) One third of the Stock Appreciation Rights will become exercisable on 12/11/16 and each year thereafter. The entire grant will become fully exercisable on 12/11/18.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated December 7, 2012.

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.