

LENNOX INTERNATIONAL INC

Form 4

February 10, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUMBOUGH ROY A

2. Issuer Name **and** Ticker or Trading
Symbol

LENNOX INTERNATIONAL INC
[LIH]

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)

02/09/2017

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

VP, CAO & Controller

RICHARDSON, TX 75080

(City) (State) (Zip)

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

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)
Common Stock, Par Value \$0.01 Per Share	02/09/2017		S	706	D \$ 163.2912	1,399	D
Common Stock, Par Value \$0.01 Per Share	02/09/2017		M	323	A \$ 0	1,722	D
Common Stock, Par	02/09/2017		M	275	A \$ 0	1,997	D

Value
\$0.01 Per
Share

Common
Stock, Par

Value	02/09/2017	M	108	A	\$ 0	2,105	D
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\$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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified Stock Appreciation Right	\$ 81.105	02/09/2017		M	955	12/12/2014 ⁽¹⁾ 12/12/2020	Common Stock, Par Value \$0.01 Per Share 95
Non-qualified Stock Appreciation Right	\$ 92.64	02/09/2017		M	881	12/12/2015 ⁽²⁾ 12/12/2021	Common Stock, Par Value \$0.01 Per Share 88
Non-qualified Stock Appreciation Right	\$ 131.94	02/09/2017		M	769	12/11/2016 ⁽³⁾ 12/11/2022	Common Stock, Par Value \$0.01 Per Share 76

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUMBOUGH ROY A 2140 LAKE PARK BLVD RICHARDSON, TX 75080	VP, CAO & Controller

Signatures

/s/ James K. Markey, attorney-in-fact for Roy A.
Rumbough, Jr. 02/10/2017

__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) One third of the Stock Appreciation Rights became exercisable on 12/12/2014 and each year thereafter. The entire grant became fully exercisable on 12/12/2016.
- (2) One third of the Stock Appreciation Rights became exercisable on 12/12/2015 and each year thereafter. The entire grant will become fully exercisable on 12/12/2017.
- (3) One third of the Stock Appreciation Rights will become exercisable on 12/11/2016 and each year thereafter. The entire grant will become fully exercisable on 12/11/2018.

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.
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