#### LENNOX INTERNATIONAL INC

Form 4

Common

Stock, par

11/16/2004

November 1	7, 2004								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL	
	UNITED STATE	S SECURITIES A Washington			NGE C	OMMISSION	OMB Number:	3235-0287	
Check the if no lon subject to Section Form 4 co	statement (	OF CHANGES IN SECUI	BENEF	ICIA	L OWN	NERSHIP OF	Expires: Estimated a burden hou response	rs per	
Form 5 obligations may continue.  See Instruction 1(b).  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 A	Address of Reporting Person * OAVID V	2. Issuer Name an Symbol				5. Relationship of Reporting Person(s) to Issuer			
		LENNOX INTE [LII]	ZKNATIO	INAL	ZINC	(Check all applicable)			
(Last) 2140 LAKI	(First) (Middle) E PARK BLVD.	3. Date of Earliest 7 (Month/Day/Year) 11/16/2004	Transaction			X Director Officer (give below)		Owner er (specify	
RICHARD	(Street)	4. If Amendment, Γ Filed(Month/Day/Yea	_	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
RICHARDSON, TX 75080  (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								Ur. Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dec (Month/Day/Year) Execution any	emed 3. on Date, if Transacti Code (Day/Year) (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	ies Ac	equired of (D)	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	
Common Stock, par value \$0.01 per share	11/16/2004	М	67,320		\$ 7.527	1,382,779	D		
Common Stock, par value \$0.01 per share	11/16/2004	S	56,820	D	\$ 17.5	1,325,959	D		

3,900

D

S

\$ 1,322,059

17.51

D

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	11/16/2004	S	1,300	D	\$ 17.52	1,320,759	D	
Common Stock, par value \$0.01 per share	11/16/2004	S	2,200	D	\$ 17.53	1,318,559	D	
Common Stock, par value \$0.01 per share	11/16/2004	S	3,100	D	\$ 17.54	1,315,459	D	
Common Stock, par value \$0.01 per share						96,558	I	Daughter Elizabeth
Common Stock, par value \$0.01 per share						96,558	I	Daughter Emily
Common Stock, par value \$0.01 per share						122,001	I	Son Evan
Common Stock, par value \$0.01 per share						112,629	I	Wife

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Au Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.527	11/16/2004		M	67,320	12/09/1994 <u>(1)</u>	12/09/2004	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer and the same and	Director	10% Owner	Officer	Other			
BROWN DAVID V							
2140 LAKE PARK BLVD.	X						
RICHARDSON, TX 75080							

# **Signatures**

/s/ William F. Stoll, Jr., Attorney-in-fact for David V.

Brown

\*\*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 option becomes exercisable in three equal installments, commencing one year after the date of grant.

#### **Remarks:**

Attorney-in-fact pursuant to power of attorney dated April 23, 2004.

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.

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