

LENNOX INTERNATIONAL INC  
 Form 4  
 November 02, 2005

**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 \*  
 MAJOR JOHN E

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)  
 10/31/2005

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

(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)
				Code	V Amount or Price			
Common Stock, par value \$0.01 per share	10/31/2005		M	16,500	A	\$ 13.314 47,316	D	
Common Stock, par value \$0.01 per share	10/31/2005		S	800	D	\$ 27.65 46,516	D	
Common Stock, par	10/31/2005		S	6,500	D	\$ 27.67 40,016	D	

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	10/31/2005	S	4,400	D	\$ 27.62	35,616	D	
Common Stock, par value \$0.01 per share	10/31/2005	S	2,300	D	\$ 27.64	33,316	D	
Common Stock, par value \$0.01 per share	10/31/2005	S	2,500	D	\$ 27.66	30,816	D	
Common Stock, par value \$0.01 per share	10/31/2005	M	6,578	A	\$ 10.313	6,578	I	Daughter, Barbara M.
Common Stock, par value \$0.01 per share	10/31/2005	M	2,200	A	\$ 7.875	8,778	I	Daughter, Barbara M.
Common Stock, par value \$0.01 per share	10/31/2005	S	8,778	D	\$ 27.65	0	I	Daughter, Barbara M.
Common Stock, par value \$0.01 per share	10/31/2005	M	6,579	A	\$ 10.313	6,579	I	Son, John B.
Common Stock, par value \$0.01 per share	10/31/2005	M	2,200	A	\$ 7.875	8,779	I	Son, John B.
Common Stock, par value	10/31/2005	S	8,779	D	\$ 27.65	0	I	Son, John B.

\$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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.314	10/31/2005		M	16,500	12/13/1996 <sup>(1)</sup>	12/13/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.875	10/31/2005		M	2,200	12/15/2000 <sup>(1)</sup>	12/15/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.313	10/31/2005		M	6,578	12/10/1999 <sup>(1)</sup>	12/10/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.875	10/31/2005		M	2,200	12/15/2000 <sup>(1)</sup>	12/15/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.313	10/31/2005		M	6,579	12/10/1999 <sup>(1)</sup>	12/10/2009	Common Stock

## Reporting Owners

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

## Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for John E.  
Major

11/02/2005

\_\_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 annual 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.  
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