#### LENNOX INTERNATIONAL INC

Form 4

Stock, par

December 13, 2005

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BOOTH THOMAS W** Issuer Symbol LENNOX INTERNATIONAL INC (Check all applicable) [LII] X\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 2140 LAKE PARK BOULEVARD 12/09/2005 VP AHTD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **RICHARDSON, TX 75080-2254** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common Stock, par 12/09/2005 $A^{(1)}$ 945 D value 672,130 \$0.01 per share Common Stock, par $A^{(2)}$ 1,576 A D value 12/09/2005 673,706 \$0.01 per share Booth Common 131,548 Ι

Charitable

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value \$0.01 per share			Trust (3)
Common Stock, par value \$0.01 per share	37,520	I	Daughter Carolyn
Common Stock, par value \$0.01 per share	38,531	I	Daughter Kathleen
Common Stock, par value \$0.01 per share	40,062	I	Thomas Booth Trust
Common Stock, par value \$0.01 per share	1,931,506	I	Trust FBO Richard Booth
Common Stock, par value \$0.01 per share	70,343	I	Spouse

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

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SEC 1474

(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. Transact Code (Instr. 8)	Securities	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo

Nur of Sha

Stock

Appreciation \$ 29.355 12/09/2005 A 2,072 12/09/2006(4) 12/09/2012 Common Stock

Right

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
BOOTH THOMAS W 2140 LAKE PARK BOULEVARD	X		VP AHTD		
RICHARDSON TX 75080-2254			АПЪ		

# **Signatures**

/s/ William F. Stoll, Jr., Attorney-in-fact for Thomas W.
Booth
12/13/2005

\*\*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) Restricted Stock Award
- (2) Performance Shares
- The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed that the reporting person is the
- (3) beneficial owner of such securities for purposes of Section 16 or for any other purpose. Since the reporting person's last filing, 900 shares were gifted from the trust.
- (4) The stock appreciation right becomes exercisable in three equal annual installments, commencing one year from 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.

Reporting Owners 3