

LENNOX INTERNATIONAL INC
 Form 4
 December 13, 2005

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 NORRIS JOHN W III

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)
 12/09/2005

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

RICHARDSON, TX 75080
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 12/09/2005 | | A ⁽¹⁾ | 1,549 | A \$ 29.355 | 272,167 | D |
| Common Stock, par value \$0.01 per share | | | | | | 2,674,422 | I Norris Family Ltd Partnership |
| Common Stock, par value \$0.01 per share | | | | | | 4,987 | I B.W. Norris Trust |

| | | | | | | |
|--|--------|---|--|--|--|----------------------|
| value \$0.01 per share | | | | | | |
| Common Stock, par value \$0.01 per share | 2,693 | I | | | | Daughter Lily |
| Common Stock, par value \$0.01 per share | 4,063 | I | | | | L.C. Norris Trust |
| Common Stock, par value \$0.01 per share | 17,835 | I | | | | Son Benjamin |
| Common Stock, par value \$0.01 per share | 11,240 | I | | | | Son William |
| Common Stock, par value \$0.01 per share | 16,817 | I | | | | Spouse Catherine |
| Common Stock, par value \$0.01 per share | 4,987 | I | | | | W.H. Norris Trust |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|---|--|---|---|--------------------------------------|--|--|--|

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| Security | | | Code | Disposed of | | Date Exercisable | Expiration Date | Title | Am or Num of Sha |
|--------------------------|-----------|------------|------|-------------|-----|---------------------------|-----------------|--------------|------------------|
| | | | | (A) | (D) | | | | |
| Stock Appreciation Right | \$ 29.355 | 12/09/2005 | A | 5,092 | | 12/09/2006 ⁽²⁾ | 12/09/2012 | Common Stock | 5,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NORRIS JOHN W III 2140 LAKE PARK BLVD. RICHARDSON, TX 75080 | | X | | |

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for John W. Norris, III

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) 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.

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