

LENNOX INTERNATIONAL INC  
 Form 4  
 March 15, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**BOOTH THOMAS W**

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 BOULEVARD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/24/2006**

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

**RICHARDSON, TX 75080-2254**

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	03/13/2006		A <sup>(1)</sup>		2,368 A \$ 28.25	676,074	D
Common Stock, par value \$0.01 per share	02/24/2006		G	V	380 D \$ 31.825	131,168	I Booth Charitable Trust
Common Stock, par value \$0.01 per share						37,520	I Daughter Carolyn

value  
 \$0.01 per  
 share  
 Common  
 Stock, par  
 value  
 \$0.01 per  
 share  
 Common  
 Stock, par  
 value  
 \$0.01 per  
 share  
 Common  
 Stock, par  
 value  
 \$0.01 per  
 share  
 Common  
 Stock, par  
 value  
 \$0.01 per  
 share

38,531	I	Daughter Kathleen
40,062	I	Thomas Booth Trust
1,931,506	I	Trust BFO R. Booth
70,343	I	Spouse

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.**

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

William F. Stoll,  
Jr. 03/15/2006

\_\_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) Shares released as a result of exceeded targets for PSP awards granted on 12/13/02

### Remarks:

Attorney-in-fact pursuant to the 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.