

LENNOX INTERNATIONAL INC  
 Form 4/A  
 May 08, 2006

**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 \*  
 MCDONOUGH ROBERT J

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)  
 05/04/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

RICHARDSON, TX 75080

4. If Amendment, Date Original Filed(Month/Day/Year)  
 05/05/2006

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 05/04/2006                           |  | S                              | 200 <sup>(1)</sup> D  | \$ 32.77  | 216,509  | D                                 |
| Common Stock, par value \$0.01 per share | 05/04/2006                           |  | S                              | 700 D   | \$ 32.79  | 215,809  | D                                 |
| Common Stock, par value \$0.01 per share | 05/04/2006                           |  | S                              | 700 D   | \$ 32.8   | 215,109  | D                                 |

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|   |            |   |       |   |             |         |   |
|---|------------|---|-------|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 100   | D | \$<br>32.83 | 215,009 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 400   | D | \$<br>32.85 | 214,609 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 500   | D | \$<br>32.86 | 214,109 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 200   | D | \$<br>32.87 | 213,909 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 1,200 | D | \$<br>32.88 | 212,709 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 1,500 | D | \$<br>32.89 | 211,209 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 3,400 | D | \$ 32.9     | 207,809 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 600   | D | \$<br>32.91 | 207,209 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 600   | D | \$<br>32.92 | 206,609 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 700   | D | \$<br>32.93 | 205,909 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/04/2006 | S | 1,200 | D | \$<br>32.95 | 204,709 | D |
|   | 05/04/2006 | S | 300   | D |             | 204,409 | D |

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|  |            |   |       |   |          |         |   |
|--|------------|---|-------|---|----------|---------|---|
| Common Stock, par value \$0.01 per share |            |   |       |   | \$ 32.96 |         |   |
| Common Stock, par value \$0.01 per share | 05/04/2006 | S | 400   | D | \$ 32.97 | 204,009 | D |
| Common Stock, par value \$0.01 per share | 05/04/2006 | S | 100   | D | \$ 32.98 | 203,909 | D |
| Common Stock, par value \$0.01 per share | 05/04/2006 | S | 1,300 | D | \$ 32.99 | 202,609 | D |
| Common Stock, par value \$0.01 per share | 05/04/2006 | S | 4,100 | D | \$ 33    | 198,509 | D |

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

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**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 Owned Beneficially (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 |
| MCDONOUGH ROBERT J<br>2140 LAKE PARK BOULEVARD<br>RICHARDSON, TX 75080 |               |           | Executive Vice President |       |

## Signatures

|  |                     |
|--|---------------------|
| William F. Stoll, Jr. for Robert J.<br>McDonough | 05/08/2006          |
| <small>**Signature of Reporting Person</small>   | <small>Date</small> |

## 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) 66018 of the sales sold on 5/4/06 were listed as a lump sum sale at \$32.675 on a Form 4 filed 5/5/06 which are set forth as individual sales herein.

### Remarks:

Attorney-in-fact filed pursuant to power of attorney dated April 24, 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.