

LENNOX INTERNATIONAL INC
Form 4
June 01, 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)
05/31/2006

____ 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)

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)
Common Stock, par value \$0.01 per share	05/30/2006		M	973 A	\$ 8.1875 199,482	D	Indirect Beneficial Ownership
Common Stock, par value \$0.01 per share	05/30/2006		S	673 D	\$ 29.5 198,809	D	Indirect Beneficial Ownership
Common Stock, par	05/30/2006		S	200 D	\$ 29.51 198,609	D	Indirect Beneficial Ownership

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value \$0.01 per share							
Common Stock, par value	05/30/2006	S	100	D	\$ 29.52	198,509	D
\$0.01 per share							
Common Stock, par value	05/31/2006	M	29,800	A	\$ 8.1875	228,309	D
\$0.01 per share							
Common Stock, par value	05/31/2006	M	25,000	A	\$ 13.375	253,309	D
\$0.01 per share							
Common Stock, par value	05/31/2006	S	52,500	D	\$ 28.5	200,809	D
\$0.01 per share							
Common Stock, par value	05/31/2006	S	300	D	\$ 28.51	200,509	D
\$0.01 per share							
Common Stock, par value	05/31/2006	S	900	D	\$ 28.52	199,609	D
\$0.01 per share							
Common Stock, par value	05/31/2006	S	200	D	\$ 28.54	199,409	D
\$0.01 per share							
Common Stock, par value	05/31/2006	S	400	D	\$ 28.56	199,009	D
\$0.01 per share							
Common Stock, par value	05/31/2006	S	500	D	\$ 28.57	198,509	D

\$0.01 per share

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.1875	05/30/2006		M	973	12/13/2000 ⁽¹⁾ 12/13/2007	Common Stock, par value \$0.01 per	
Non-Qualified Stock Option (right to buy)	\$ 8.1875	05/31/2006		M	29,800	12/13/2000 ⁽¹⁾ 12/13/2007	Common Stock, par value \$0.01 per	
Non-Qualified Stock Option (right to buy)	\$ 13.375	05/31/2006		M	25,000	12/13/2005 ⁽¹⁾ 12/13/2009	Common Stock, par value \$0.01 per	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONOUGH ROBERT J 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			Executive Vice President	

Signatures

By: William F. Stoll, Jr. For: Robert J.
McDonough

06/01/2006

__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) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

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.
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