#### LENNOX INTERNATIONAL INC

Form 4 July 19, 2006

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

2. Issuer Name and Ticker or Trading

LENNOX INTERNATIONAL INC

Symbol

плп

See Instruction

obligations

may continue.

1(b).

(Print or Type Responses)

NORRIS JOHN W JR

1. Name and Address of Reporting Person \*

			[LII]								
(Last) (First) (Middle) 2140 LAKE PARK BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 07/17/2006					X Director Officer (gi below)		0% Owner ther (specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RICHARDS	SON, TX 75080							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative :	Secur	ities A	equired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Year	) Execution any	emed on Date, if 'Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) of (D	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
value \$0.01 per share	07/17/2006			A <u>(1)</u>	698	A	\$ 23	282,780	D		
Common Stock, par value \$0.01 per share								321,750	I	JW Norris Trust A	
Common Stock, par value \$0.01 per share								663,135	I	Megan Norris Trust A (2)	

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Common Stock, par value \$0.01 per share	2,674,422	I	Norris Family Ltd. P
Common Stock, par value \$0.01 per share	321,750	I	RWNorris Tr A. (2)

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 Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,			Amou Under Securi	ant of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

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

### **Signatures**

William F. Stoll, Jr. for John W. 07/18/2006 Norris, Jr.

\*\*Signature of Reporting Person Date

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### **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) Directors' Quarterly Stock Compensation
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

#### **Remarks:**

Attorney-in-fact pursuant to the Power of Attorney dated 4/23/04.

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.