

ASHENHURST HARRY J
Form 4
February 12, 2007

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 *
ASHENHURST HARRY 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)
02/08/2007

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Administrative Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/08/2007		A ⁽¹⁾		14,835	A	\$ 0
Common Stock, par value \$0.01 per share	02/08/2007		F		10,815	D	\$ 30.755
Common Stock, par	02/08/2007		M ⁽³⁾		36,300	A	\$ 19.03
					260,018	D	
					249,203	D	
					285,503	D	

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/08/2007 S⁽³⁾ 76,300 D \$ 32 209,203 D

Common
Stock, par
value
\$0.01 per
share

02/08/2007 S⁽³⁾ 10,229 D \$ 33 198,974 D

Common
Stock, par
value
\$0.01 per
share

02/08/2007 S⁽³⁾ 400 D \$ 33.01 198,574 D

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	\$ 19.03	02/08/2007		M ⁽³⁾	36,300	12/10/1999 ⁽²⁾ 12/10/2008	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ASHENHURST HARRY J
2140 LAKE PARK BOULEVARD
RICHARDSON, TX 75080

Chief
Administrative
Officer

Signatures

By: William F. Stoll, Jr. For: Harry J.
Ashenhurst

02/12/2007

__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 12/11/03.
- (2) The option becomes exercisable in three equal installments, commencing one year after the date of grant.
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 8/18/06.

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.