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LENNOX INTERNATIONAL INC Form 4 February 14, 2007 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HENRY CL Issuer Symbol LENNOX INTERNATIONAL INC (Check all applicable) [LII] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 2140 LAKE PARK BLVD. 02/13/2007 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting RICHARDSON, TX 75080 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of 3. 4. Securities Acquired 5. Amount of Execution Date, if Security (Month/Day/Year) Transaction(A) or Disposed of (D) Securities Form: Direct Indirect Beneficially (Instr. 3) Code (Instr. 3, 4 and 5) (D) or Beneficial any (Instr. 8) (Month/Day/Year) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par \$ 7.875 7,631 A 02/13/2007 Μ 27,410 D value \$0.01 per share Common Stock, par S D 02/13/2007 4,755 D \$35 22,655 value \$0.01 per share Common Stock, par S D 02/13/2007 45 D 22.610 35 01 value \$0.01 per share

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| Common Stock, par value \$0.01 per share | 02/13/2007 | S | 100 | D | \$ 35.02 | 22,510 | D |
|---|------------|---|-------|---|-------------|--------|---|
| Common Stock, par value \$0.01 per share | 02/13/2007 | S | 2,631 | D | \$ 35.03 | 19,879 | 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.

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. Transactio Code (Instr. 8) | 5. Number on f 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 <i>A</i> Underlying S (Instr. 3 and | Seci |
|---|---|---|---|--|---|--|--------------------|--|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Ai or Ni of Sł |
| Non-Qualified Stock Option | \$ 7.875 | 02/13/2007 | | М | 7,631 | 12/15/2001 <u>(1)</u> | 12/15/2007 | Common Stock, par value \$0.01 per share | 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| HENRY C L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080 | Х | | | | | | |

Signatures

William F. Stoll, Jr. for C.L. 02/14/2007 Henry

**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 installments, commencing one year after the date of grant.

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.