

LENNOX INTERNATIONAL INC  
Form 4  
August 06, 2009

**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 \*  
**BOXER SCOTT 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)  
**08/04/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**LII EVP/President SEI**

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01 Per Share	08/04/2009		M	9,000 A	\$ 13.375 369,364	D	
Common Stock, Par Value \$0.01 Per Share	08/04/2009		M	9,000 A	\$ 13.375 378,364	D	
Common Stock, Par Value	08/04/2009		S	9,000 D	\$ 35.64 369,364	D	

Value \$0.01 Per Share							
Common Stock, Par Value	08/04/2009	S	9,000	D	\$ 35.54	360,364	D
\$0.01 Per Share							
Common Stock, Par Value	08/04/2009	M	1,310	A	\$ 13.375	361,674	D
\$0.01 Per Share							
Common Stock, Par Value	08/04/2009	S	1,310	D	\$ 35.74	360,364	D
\$0.01 Per Share							
Common Stock, Par Value	08/04/2009	M	7,000	A	\$ 11.219	367,364	D
\$0.01 Per Share							
Common Stock, Par Value	08/04/2009	S	7,000	D	\$ 35.69	360,364	D
\$0.01 Per Share							
Common Stock, Par Value	08/04/2009	M	7,000	A	\$ 11.219	367,364	D
\$0.01 Per Share							
Common Stock, Par Value	08/04/2009	S	7,000	D	\$ 35.59	360,364	D
\$0.01 Per Share							
Common Stock, Par Value	08/04/2009	M	8,014	A	\$ 11.219	368,378	D
\$0.01 Per Share							
Common Stock, Par Value	08/04/2009	S	8,000	D	\$ 35.79	360,378	D

\$0.01 Per  
Share

Common  
Stock, Par

Value 08/04/2009 S 14 D \$ 35.81 360,364 D

\$0.01 Per  
Share

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

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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 (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 Security (Instr. 3 and 4)
Non-qualified Stock Option (Right to Buy)	\$ 13.375	08/04/2009		M	9,000	12/13/2003 <sup>(1)</sup> 12/13/2009	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Option (Right to Buy)	\$ 13.375	08/04/2009		M	9,000	12/13/2003 <sup>(1)</sup> 12/13/2009	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Option (Right to Buy)	\$ 13.375	08/04/2009		M	1,310	12/13/2003 <sup>(1)</sup> 12/13/2009	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Option (Right to Buy)	\$ 11.219	08/04/2009		M	7,000	12/08/2000 <sup>(1)</sup> 12/08/2009	Common Stock, Par Value \$0.01 Per

								Share
Non-qualified Stock Option (Right to Buy)	\$ 11.219	08/04/2009	M	7,000	12/08/2000 <sup>(1)</sup>	12/08/2009	Par Value \$0.01 Per Share	7
Non-qualified Stock Option (Right to Buy)	\$ 11.219	08/04/2009	M	8,014	12/08/2000 <sup>(1)</sup>	12/08/2009	Par Value \$0.01 Per Share	8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOXER SCOTT J 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			LII EVP/President SEI	

## Signatures

/s/ Kenneth C. Fernandez, attorney-in-fact for Scott J.  
Boxer

08/06/2009

\_\_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 December 11, 2008.

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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