

LENNOX INTERNATIONAL INC  
Form 4  
January 19, 2010

**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 \*  
NORRIS JOHN W III

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 BLVD.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

RICHARDSON, TX 75080  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V 328 D \$ 0	270,122	D	
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V 328 A \$ 0	11,897	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V 328 D \$ 0	269,794	D	

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Value \$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	A	\$ 0	11,897	I	W.h. Norris Trust
\$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	D	\$ 0	269,466	D	
\$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	A	\$ 0	10,973	I	L. C. Norris Trust
\$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	D	\$ 0	16,479	I	Spouse, Catherine <u>(1)</u>
\$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	A	\$ 0	12,225	I	B.w. Norris Trust
\$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	D	\$ 0	16,151	I	Spouse, Catherine <u>(1)</u>
\$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	A	\$ 0	12,225	I	W.h. Norris Trust
\$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	D	\$ 0	15,823	I	Spouse, Catherine <u>(1)</u>
\$0.01 Per Share									
Common Stock, Par Value	12/30/2009	G	V	328	A	\$ 0	11,301	I	L. C. Norris Trust

\$0.01 Per Share								
Common Stock, Par Value	01/15/2010	A <sup>(2)</sup>	128	A	\$ 39.04	269,594	D	
\$0.01 Per Share								
Common Stock, Par Value						1,000	I	Daughter, Lily
\$0.01 Per Share								
Common Stock, Par Value						2,545,105	I	Norris Family Ltd. P <sup>(1)</sup>
\$0.01 Per Share								
Common Stock, Par Value						16,147	I	Son, Benjamin
\$0.01 Per Share								
Common Stock, Par Value						9,547	I	Son, William
\$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 Acquired (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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## Reporting Owners

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

## Signatures

/s/ Kenneth C. Fernandez, attorney-in-fact for Mr. John W.  
Norris III

01/19/2010

\_\_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 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.
  - (2) Directors' Quarterly Stock Compensation

### 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. 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.