

LENNOX INTERNATIONAL INC
Form 4
November 02, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MAJOR JOHN E

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)
10/31/2005

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock, par value \$0.01 per share	10/31/2005		M	16,500	A \$ 13.314	47,316	D	
Common Stock, par value \$0.01 per share	10/31/2005		S	800	D \$ 27.65	46,516	D	
Common Stock, par value \$0.01 per share	10/31/2005		S	6,500	D \$ 27.67	40,016	D	

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	10/31/2005	S	4,400	D	\$ 27.62	35,616	D	
Common Stock, par value \$0.01 per share	10/31/2005	S	2,300	D	\$ 27.64	33,316	D	
Common Stock, par value \$0.01 per share	10/31/2005	S	2,500	D	\$ 27.66	30,816	D	
Common Stock, par value \$0.01 per share	10/31/2005	M	6,578	A	\$ 10.313	6,578	I	Daughter, Barbara M.
Common Stock, par value \$0.01 per share	10/31/2005	M	2,200	A	\$ 7.875	8,778	I	Daughter, Barbara M.
Common Stock, par value \$0.01 per share	10/31/2005	S	8,778	D	\$ 27.65	0	I	Daughter, Barbara M.
Common Stock, par value \$0.01 per share	10/31/2005	M	6,579	A	\$ 10.313	6,579	I	Son, John B.
Common Stock, par value \$0.01 per share	10/31/2005	M	2,200	A	\$ 7.875	8,779	I	Son, John B.
Common Stock, par value	10/31/2005	S	8,779	D	\$ 27.65	0	I	Son, John B.

\$0.01 per share

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)	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 (right to buy)	\$ 13.314	10/31/2005		M		16,500		12/13/1996 ⁽¹⁾	12/13/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.875	10/31/2005		M		2,200		12/15/2000 ⁽¹⁾	12/15/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.313	10/31/2005		M		6,578		12/10/1999 ⁽¹⁾	12/10/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.875	10/31/2005		M		2,200		12/15/2000 ⁽¹⁾	12/15/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.313	10/31/2005		M		6,579		12/10/1999 ⁽¹⁾	12/10/2009	Common Stock

Reporting Owners

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

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for John E.
Major

11/02/2005

__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 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.
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