

LENNOX INTERNATIONAL INC
Form 4
September 02, 2008

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 *
STOLL WILLIAM F JR

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)
08/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Legal Officer & Sec

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 | 08/28/2008 | | M | | 9,070 A \$ 18.57 | 131,538 (1) | D |
| Common Stock, Par Value \$0.01 Per Share | 08/28/2008 | | M | | 12,308 A \$ 29.355 | 143,846 | D |
| Common Stock, Par Value \$0.01 Per Share | 08/28/2008 | | M | | 5,687 A \$ 30.845 | 149,533 | D |

Value
\$0.01 Per
Share

Common
Stock, Par

| | | | | | | | | |
|-------|------------|---|-------|---|----|--------|---------|---|
| Value | 08/28/2008 | S | 6,155 | D | \$ | 37.575 | 143,378 | D |
|-------|------------|---|-------|---|----|--------|---------|---|

\$0.01 Per
Share

Common
Stock, Par

| | | | | | | | | |
|-------|------------|---|--------|---|----|--------|---------|---|
| Value | 08/28/2008 | S | 10,597 | D | \$ | 37.575 | 132,781 | D |
|-------|------------|---|--------|---|----|--------|---------|---|

\$0.01 Per
Share

Common
Stock, Par

| | | | | | | | | |
|-------|------------|---|-------|---|----|-------|---------|---|
| Value | 08/28/2008 | S | 5,022 | D | \$ | 37.81 | 127,759 | D |
|-------|------------|---|-------|---|----|-------|---------|---|

\$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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-qualified Stock Appreciation Right | \$ 18.57 | 08/28/2008 | | M | 9,070 | 12/11/2004 ⁽²⁾ 12/11/2010 | Common Stock, Par Value \$0.01 Per Share |
| Non-qualified Stock Appreciation Right | \$ 29.355 | 08/28/2008 | | M | 12,308 | 12/09/2006 ⁽³⁾ 12/09/2012 | Common Stock, Par Value \$0.01 Per |

| | | | | | | | |
|---|-----------|------------|---|-------|---------------------------|------------|---|
| Non-qualified Stock Appreciation Right | \$ 30.845 | 08/28/2008 | M | 5,687 | 12/08/2007 ⁽³⁾ | 12/08/2013 | Share Common Stock, Par Value \$0.01 Per Share |
|---|-----------|------------|---|-------|---------------------------|------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STOLL WILLIAM F JR 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080 | | | EVP, Chief Legal Officer & Sec | |

Signatures

William F. Stoll,
Jr. 09/02/2008

**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) Includes 170 shares that were previously reported as withheld to cover taxes. Only 16,779 were withheld instead of the estimated 16,949 as reported on the original Form 4 filed on 2/28/08.
- (2) The stock appreciation right becomes exercisable in three equal annual installments, commencing one year after 12/11/2003.
- (3) The stock appreciation right becomes exercisable in three equal annual installments, commencing one year from the date of grant.

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.