

LENNOX INTERNATIONAL INC  
Form 4  
August 03, 2006

**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 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 BLVD.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/02/2006

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 Beneficial Ownership (Instr. 4) |   |                   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                   |
|  |                                      |  |                                | Code  | V   | Amount   |   |   |                   |
| Common Stock, par value \$0.01 per share | 08/02/2006                           |  | M                              | 26,700  | A   | \$ 8.1875  | 309,481   | D |                   |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |  | 321,750   | I | JW Norris Trust A |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |  | 663,135   | I | Megan Norris      |

|  |  |  |  |           |   |                            |
|--|--|--|--|-----------|---|----------------------------|
| value<br>\$0.01 per<br>share                         |  |  |  |           |   | Trust A                    |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 2,674,422 | I | Norris<br>Family<br>Ltd. P |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 321,750   | I | RWNorris<br>Tr A.          |

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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable<br>Expiration<br>Date                         | Title  |
| Non-Qualified<br>Stock Option<br>(right-to-buy)     | \$ 8.1875  | 08/02/2006                              |   | M                                    | 26,700   | 12/13/2001 <sup>(1)</sup><br>12/13/2007                        | Common<br>Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NORRIS JOHN W JR<br>2140 LAKE PARK BLVD.<br>RICHARDSON, TX 75080 | X             |           |         |       |

## Signatures

William F. Stoll, Jr. for John W.  
Norris, Jr.

08/03/2006

\_\_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 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.  
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