#### LENNOX INTERNATIONAL INC

Form 5

\$0.01 Per

February 08, 2013

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer NORRIS JOHN W III Symbol LENNOX INTERNATIONAL INC (Check all applicable) [LII] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2012 2140 LAKE PARK BLVD. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) RICHARDSON, TXÂ 75080 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of Securities Ownership (Instr. 3) Code (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) Common Stock, Par Â Value J4(1) I 05/07/2012 16.147 D \$0 0 Son \$0.01 Per Share Â Common 05/07/2012 J4 16,147 A \$0 16,147 I B.W. Norris Stock, Par Revocable Value Trust

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Share									
Common Stock, Par Value \$0.01 Per Share	Â	Â	Â	Â	Â	Â	15,823	I	Spouse (2)
Common Stock, Par Value \$0.01 Per Share	Â	Â	Â	Â	Â	Â	275,243	D	Â
Common Stock, Par Value \$0.01 Per Share	Â	Â	Â	Â	Â	Â	12,225	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share	Â	Â	Â	Â	Â	Â	11,301	I	L. C. Norris Trust
Common Stock, Par Value \$0.01 Per Share	Â	Â	Â	Â	Â	Â	2,545,105	I	Norris Family Ltd. P (2)
Common Stock, Par Value \$0.01 Per Share	Â	Â	Â	Â	Â	Â	12,225	I	W.h. Norris Trust
Common Stock, Par Value \$0.01 Per Share	Â	Â	Â	Â	Â	Â	1,000	I	Daughter
Common Stock, Par Value \$0.01 Per Share	Â	Â	Â	Â	Â	Â	9,547	I	Son
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 2270 (9-02)		

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	<b></b> .	or	
						Exercisable Date	-	Title	Number	
									of	
					(A) (D)				Shares	

### **Reporting Owners**

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

## **Signatures**

/s/ James K. Markey, attorney-in-fact for Mr. John W. Norris III

02/08/2013

of D

\*\*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) Shares moved from Unified Transfer to Minors Account (UTMA) to B.W. Norris Revocable Trust.
- (2) 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.

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#### **Remarks:**

Attorney-in-fact pursuant to the power of attorney dated December 7, 2012...

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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