

LENNOX INTERNATIONAL INC  
 Form 4  
 February 26, 2007

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Young Douglas L

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)  
 02/22/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & COO of WWH&C Resid

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 02/22/2007                           |  | M                              | 8,740   | A \$ 13.375   | 139,747  | D                                 |
| Common Stock, par value \$0.01 per share | 02/22/2007                           |  | S                              | 6,500   | D \$ 35.7   | 133,247  | D                                 |
| Common Stock, par                        | 02/22/2007                           |  | S                              | 500   | D \$ 35.71  | 132,747  | D                                 |

|  |            |   |        |   |              |         |   |
|--|------------|---|--------|---|--------------|---------|---|
| value<br>\$0.01 per<br>share                         |            |   |        |   |              |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/22/2007 | S | 600    | D | \$ 35.72     | 132,147 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/22/2007 | S | 1,140  | D | \$ 35.73     | 131,007 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/22/2007 | M | 16,580 | A | \$ 16.76     | 147,587 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/22/2007 | M | 1,817  | A | \$<br>29.355 | 149,404 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/22/2007 | S | 10,164 | D | \$<br>35.755 | 139,240 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/22/2007 | S | 1,578  | D | \$<br>35.755 | 137,662 | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative | 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 | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying Se<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|---|--|---|---|--------------------------------------|--|--|---|

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| Security                   |           |            | Code | V | (D) |        | Date Exercisable          | Expiration Date | Title                                    |
|----------------------------|-----------|------------|------|---|-----|--------|---------------------------|-----------------|--|
|                            |           |            |      |   | (A) | (D)    |                           |                 |  |
| Non-Qualified Stock Option | \$ 13.375 | 02/22/2007 | M    |   |     | 8,740  | 12/13/2003 <sup>(1)</sup> | 12/13/2009      | Common Stock, par value \$0.01 per share |
| Stock Appreciation Right   | \$ 16.76  | 02/22/2007 | M    |   |     | 16,580 | 12/11/2004 <sup>(2)</sup> | 12/11/2010      | Common Stock, par value \$0.01 per share |
| Stock Appreciation Right   | \$ 27.355 | 02/22/2007 | M    |   |     | 1,817  | 12/09/2006 <sup>(2)</sup> | 12/09/2012      | Common Stock, par value \$0.01 per share |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Young Douglas L<br>2140 LAKE PARK BLVD.<br>RICHARDSON, TX 75080 |               |           | President & COO of WWH&C Resid |       |

## Signatures

William F. Stoll, Jr. for Douglas L. Young  
02/26/2007

\_\_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 installments, commencing one year after the date of grant.
- (2) The stock appreciation right becomes exercisable in three equal installments, commencing one year after the date of grant.

### Remarks:

Attorney-in-fact pursuant to Power of Attorney dated 10/16/2006.

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.