

LENNOX INTERNATIONAL INC
 Form 4
 July 30, 2012

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 *
THOMPSON RICHARD 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)
 07/27/2012

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock, Par Value \$0.01 Per Share | 07/27/2012 | | M | | 7,638 A \$ 29.355 | 216,444 | I R&B Thompson 2005 Family Trust |
| Common Stock, Par Value \$0.01 Per Share | 07/27/2012 | | M | | 9,411 A \$ 30.845 | 225,855 | I R&B Thompson 2005 Family Trust |
| Common Stock, Par Value \$0.01 Per Share | 07/27/2012 | | D | | 6,595 D \$ 44.02 | 219,260 | I R&B Thompson |

| | | | | | | | | | |
|-------------------------------|------------|--|-------------------------|-------|---|---------|---------|---|--|
| Value \$0.01 Per Share | | | | | | | | | 2005 Family Trust |
| Common Stock, Par Value | 07/27/2012 | | D | 5,085 | D | \$ 44.1 | 214,175 | I | R&B Thompson 2005 Family Trust |
| \$0.01 Per Share | | | | | | | | | |
| Common Stock, Par Value | 07/30/2012 | | <u>J</u> ⁽¹⁾ | 315 | A | \$ 0 | 214,490 | I | R&B Thompson 2005 Family Trust |
| \$0.01 Per Share | | | | | | | | | |
| Common Stock, Par Value | 07/30/2012 | | <u>J</u> ⁽¹⁾ | 315 | D | \$ 0 | 15,175 | 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.

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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 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 Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
| Non-qualified Stock Appreciation Right | \$ 29.355 | 07/27/2012 | | M | 7,638 | 12/09/2006 ⁽²⁾ 12/09/2012 | Common Stock, Par Value \$0.01 Per Share |
| Non-qualified Stock Appreciation | \$ 30.845 | 07/27/2012 | | M | 9,411 | 12/08/2007 ⁽²⁾ 12/08/2013 | Common Stock, Par Value |

Right

\$0.01 Per
Share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON RICHARD L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080 | | X | | |

Signatures

/s/ John D. Torres, attorney-in-fact for Mr. Richard L.
Thompson

07/30/2012

*_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 315 shares were moved from Common stock to the R&B Thompson 2005 Family Trust.
 - (2) One third of the Stock Appreciation Rights became exercisable on each of the three anniversary dates following the date of grant.

Remarks:

Attorney-in-fact pursuant to the power of attorney dated May 12, 2010.

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.