LENNOX INTERNATIONAL INC
Form 4
May 02, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
NORRIS JOHN W III

(Last) (First) (Middle)

2140 LAKE PARK BLVD.

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LENNOX INTERNATIONAL INC [LII]

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value $0.01 Per Share	05/01/2013		S		100	D	$ 60.05	275,316	D	
Common Stock, Par Value $0.01 Per Share	05/01/2013		S		592	D	$ 60.06	274,724	D	
Common Stock, Par	05/01/2013		S		1,100	D	$ 60.0637	273,624	D	

Value $0.01 Per Share								
Common Stock, Par Value $0.01 Per Share	05/01/2013	S	100	D	$ 60.07	273,524	D	
Common Stock, Par Value $0.01 Per Share	05/01/2013	S	300	D	$ 60.09	273,224	D	
Common Stock, Par Value $0.01 Per Share	05/01/2013	S	100	D	$ 60.0901	273,124	D	
Common Stock, Par Value $0.01 Per Share	05/01/2013	M	2,292	A	$ 0	275,416	D	
Common Stock, Par Value $0.01 Per Share						16,147	I	B.W. Norris Revocable Trust
Common Stock, Par Value $0.01 Per Share						15,823	I	Spouse (1)
Common Stock, Par Value $0.01 Per Share						12,225	I	B.w. Norris Trust
Common Stock, Par Value $0.01 Per Share						11,301	I	L. C. Norris Trust
Common Stock, Par Value						2,545,105	I	Norris Family Ltd. P (1)

$0.01 Per Share					
Common Stock, Par Value $0.01 Per Share		12,225	I	W.h. Norris Trust	
Common Stock, Par Value $0.01 Per Share		1,000	I	Daughter	
Common Stock, Par Value $0.01 Per Share		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.

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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 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sh
Non-qualified Stock Appreciation Right	$ 30.845	05/01/2013		M			4,706	12/08/2007[(2)]	12/08/2013	Common Stock, Par Value $0.01 Per Share	4

Reporting Owners

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

Signatures

/s/ James K. Markey, attorney-in-fact for Mr. John W. Norris III	05/02/2013
**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 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.

(2) One third of the Stock Appreciation Rights became exercisable on 12/8/2007 and each year thereafter. The entire grant became fully exercisable on 12/8/2009.

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 is insufficient, *see* Instruction 6 for procedure.
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