

LENNOX INTERNATIONAL INC
 Form 5
 February 06, 2014

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Sessa Daniel M

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Chief HR Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01 Per Share	12/31/2013	Â	J4 ⁽¹⁾⁽²⁾	18,937.5 D \$ 0	29,254.5	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amount of Underlying Security (Instr. 3 and 4)
Non-qualified Stock Appreciation Right	\$ 46.78	12/31/2013	Â	J4 ⁽³⁾	Â 2,042	12/09/2011 12/09/2017	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 34.06	12/31/2013	Â	J4 ⁽⁴⁾	Â 5,306	12/08/2012 12/08/2018	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 51.11	12/31/2013	Â	J4 ⁽⁵⁾	Â 4,200	12/06/2013 12/06/2019	Common Stock, Par Value \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sessa Daniel M 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	Â	Â	Â EVP, Chief HR Officer	Â

Signatures

/s/ James K. Markey, attorney-in-fact for Daniel M. Sessa 02/06/2014

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)

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On December 31, 2013, the reporting person transferred 15,280.50 shares of Lennox International Inc. common stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.

- (2) On December 31, 2013, the reporting person gave his ex-wife the right to receive the proceeds from 3,657 of his RSUs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of 3,657 Lennox International Inc. securities for that reason.
- (3) On December 31, 2013, the reporting person gave his ex-wife the right to receive the proceeds from 2,042 of these SARs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of that portion of these SARs.
- (4) On December 31, 2013, the reporting person gave his ex-wife the right to receive the proceeds from 5,306 of these SARs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of that portion of these SARs.
- (5) On December 31, 2013, the reporting person gave his ex-wife the right to receive the proceeds from 4,200 of these SARs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of that portion of these SARs.

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Remarks:

Attorney-in-factÂ pursuantÂ toÂ PowerÂ ofÂ AttorneyÂ datedÂ DecemberÂ 7,Â 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.