

LENNOX INTERNATIONAL INC  
 Form 4  
 July 17, 2007

**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 \*  
 NORRIS JOHN W III

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)  
 07/16/2007

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 Beneficial Ownership (Instr. 4) |   |                   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                   |
|  |                                      |  |                                | Code  | V   | Amount   |   |   |                   |
| Common Stock, par value \$0.01 per share | 07/16/2007                           |  | A <sup>(1)</sup>               | 146   | A   | \$ 34.155  | 274,917   | D |                   |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |  | 4,987   | I | B.W. Norris Trust |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |  | 2,693   | I | Daughter, Lily    |

|  |  |  |  |           |   |  |  |                            |
|--|--|--|--|-----------|---|--|--|----------------------------|
| value<br>\$0.01 per<br>share                         |  |  |  |           |   |  |  |                            |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 4,063     | I |  |  | L.C. Norris<br>Trust       |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 2,545,105 | I |  |  | Norris<br>Family<br>Ltd. P |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 17,835    | I |  |  | Son,<br>Benjamin           |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 11,240    | I |  |  | Son,<br>William            |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 16,817    | I |  |  | Spouse,<br>Catherine       |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 4,987     | I |  |  | W.H.<br>Norris<br>Trust    |

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<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<br>of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

| Security | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|--|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|          |  |      |   |     |     |                  |                 |       |                            |

## Reporting Owners

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

## Signatures

William F. Stoll, Jr. for John W. Norris, III 07/17/2007

\_\_\_\_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) Directors' Quarterly Stock Compensation

### Remarks:

Attorney-in-fact pursuant to the Power of Attorney dated 4/23/04.

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.