

LENNOX INTERNATIONAL INC
Form 4
March 03, 2008

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 *
BYRNE JAMES J

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)
02/28/2008

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	02/28/2008		M	12,483	A \$ 13.375	68,824	D
Common Stock, par value \$0.01 per share	02/28/2008		S	100	D \$ 38.6	68,724	D
Common Stock, par	02/28/2008		S	1,100	D \$ 38.61	67,624	D

value \$0.01 per share							
Common Stock, par value	02/28/2008	S	1,000	D	\$ 38.62	66,624	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	200	D	\$ 38.63	66,424	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	800	D	\$ 38.64	65,624	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	1,000	D	\$ 38.66	64,624	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	500	D	\$ 38.68	64,124	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	200	D	\$ 38.69	63,924	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	700	D	\$ 38.7	63,224	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	100	D	\$ 38.71	63,124	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	300	D	\$ 38.72	62,824	D

\$0.01 per share							
Common Stock, par value	02/28/2008	S	200	D	\$ 38.73	64,624	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	200	D	\$ 38.74	62,424	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	1,000	D	\$ 38.75	61,424	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	783	D	\$ 38.76	60,641	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	1,500	D	\$ 38.78	59,141	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	100	D	\$ 38.79	59,041	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	200	D	\$ 38.8	58,841	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	100	D	\$ 38.81	58,741	D
\$0.01 per share							
Common Stock, par value	02/28/2008	S	100	D	\$ 38.82	58,641	D
\$0.01 per							

share

Common Stock, par value	02/28/2008	S	500	D	\$ 38.83	58,141	D
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\$0.01 per
share

Common Stock, par value	02/28/2008	S	200	D	\$ 38.84	57,941	D
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\$0.01 per
share

Common Stock, par value	02/28/2008	S	100	D	\$ 38.85	57,841	D
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\$0.01 per
share

Common Stock, par value	02/28/2008	S	700	D	\$ 38.86	57,141	D
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\$0.01 per
share

Common Stock, par value	02/28/2008	S	200	D	\$ 38.88	56,941	D
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\$0.01 per
share

Common Stock, par value	02/28/2008	S	100	D	\$ 38.92	56,841	D
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\$0.01 per
share

Common Stock, par value	02/28/2008	S	200	D	\$ 39	56,641	D
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\$0.01 per
share

Common Stock, par value	02/28/2008	S	100	D	\$ 39.06	56,541	D
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\$0.01 per
share

Common Stock, par value	02/28/2008	S	200	D	\$ 39.08	56,341	D
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\$0.01 per
share

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

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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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 13.375	02/28/2008		M	12,483	12/13/2003 ⁽¹⁾	12/13/2009	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE JAMES J 2140 LAKE PARK BLVD. RICHARDSON, TX 75080		X		

Signatures

William F. Stoll, Jr. for James J. Byrne
 03/03/2008

**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 annual installments commencing one year after the date of grant.

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.

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