

LENNOX INTERNATIONAL INC  
Form 4  
September 02, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
STOLL WILLIAM F JR

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 BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/28/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Legal Officer & Sec

RICHARDSON, TX 75080

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

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01 Per Share	08/28/2008		M		9,070	A	\$ 18.57
					131,538	(1)	
Common Stock, Par Value \$0.01 Per Share	08/28/2008		M		12,308	A	\$ 29.355
Common Stock, Par Value	08/28/2008		M		5,687	A	\$ 30.845
					149,533		

Value  
\$0.01 Per  
Share

Common  
Stock, Par

Value	08/28/2008	S	6,155	D	\$	37.575	143,378	D
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\$0.01 Per  
Share

Common  
Stock, Par

Value	08/28/2008	S	10,597	D	\$	37.575	132,781	D
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\$0.01 Per  
Share

Common  
Stock, Par

Value	08/28/2008	S	5,022	D	\$	37.81	127,759	D
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\$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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Appreciation Right	\$ 18.57	08/28/2008		M	9,070	12/11/2004 <sup>(2)</sup> 12/11/2010	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 29.355	08/28/2008		M	12,308	12/09/2006 <sup>(3)</sup> 12/09/2012	Common Stock, Par Value \$0.01 Per

