

LENNOX INTERNATIONAL INC

Form 4

May 29, 2007

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STINSON TERRY DEAN

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2140 LAKE PARK BLVD.

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2007

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

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/24/2007		M		15,131	A	\$ 7.875
							43,602
							D
Common Stock, par value \$0.01 per share	05/24/2007		S		200	D	\$ 34.78
							43,402
							D
Common Stock, par value \$0.01 per share	05/24/2007		S		300	D	\$ 34.79
							43,102
							D

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Common Stock, par value \$0.01 per share	05/24/2007	S	500	D	\$ 34.8	42,602	D
Common Stock, par value \$0.01 per share	05/24/2007	S	700	D	\$ 34.82	41,902	D
Common Stock, par value \$0.01 per share	05/24/2007	S	200	D	\$ 34.85	41,702	D
Common Stock, par value \$0.01 per share	05/24/2007	S	100	D	\$ 34.87	41,602	D
Common Stock, par value \$0.01 per share	05/24/2007	S	400	D	\$ 34.88	41,202	D
Common Stock, par value \$0.01 per share	05/24/2007	S	200	D	\$ 34.89	41,002	D
Common Stock, par value \$0.01 per share	05/24/2007	S	800	D	\$ 34.9	40,202	D
Common Stock, par value \$0.01 per share	05/24/2007	S	100	D	\$ 34.93	40,102	D
Common Stock, par value \$0.01 per share	05/24/2007	S	1,500	D	\$ 34.95	38,602	D
Common Stock, par value \$0.01 per share	05/24/2007	S	200	D	\$ 34.99	38,402	D
Common Stock, par value \$0.01 per share	05/24/2007	S	5,431	D	\$ 35	32,971	D
	05/24/2007	S	400	D		32,571	D

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Common
Stock, par
value \$0.01
per share

\$
35.01

Common
Stock, par
value \$0.01
per share

05/24/2007

S

100

D

\$
35.02

32,471

D

Common
Stock, par
value \$0.01
per share

05/24/2007

S

4,000

D

\$ 35.1

28,471

D

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.

SEC 1474
(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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option	\$ 7.875	05/24/2007		M	15,131	12/15/2001 ⁽¹⁾ 12/15/2007	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STINSON TERRY DEAN 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X

Signatures

William F. Stoll, Jr. for Terry D.
Stinson

05/29/2007

__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) 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 April 23, 2004.

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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