

LENNOX INTERNATIONAL INC

Form 4

July 30, 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 *
HENRY C L

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)

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2007

☒ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	07/27/2007		M		7,500	A \$ 7.875	28,308 D
Common Stock, par value \$0.01 per share	07/27/2007		S		1,600	D \$ 36.99	26,708 D
Common Stock, par value \$0.01 per share	07/27/2007		S		1,600	D \$ 37	25,108 D

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Common Stock, par value \$0.01 per share	07/27/2007	S	400	D	\$ 37.01	24,708	D
Common Stock, par value \$0.01 per share	07/27/2007	S	1,100	D	\$ 37.02	23,608	D
Common Stock, par value \$0.01 per share	07/27/2007	S	200	D	\$ 37.03	23,408	D
Common Stock, par value \$0.01 per share	07/27/2007	S	300	D	\$ 37.1	23,108	D
Common Stock, par value \$0.01 per share	07/27/2007	S	900	D	\$ 37.11	22,208	D
Common Stock, par value \$0.01 per share	07/27/2007	S	100	D	\$ 37.14	22,108	D
Common Stock, par value \$0.01 per share	07/27/2007	S	200	D	\$ 37.16	21,908	D
Common Stock, par value \$0.01 per share	07/27/2007	S	300	D	\$ 37.17	21,608	D
Common Stock, par value \$0.01 per share	07/27/2007	S	100	D	\$ 37.18	21,508	D
Common Stock, par value \$0.01 per share	07/27/2007	S	100	D	\$ 37.19	21,408	D
Common Stock, par value \$0.01 per share	07/27/2007	S	100	D	\$ 37.2	21,308	D
	07/27/2007	S	100	D		21,208	D

\$
37.25

07/27/2007

S	300	D	\$ 20,908	D
			37.26	

07/27/2007

S	100	D	\$ 20,808	D
			37.27	

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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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.875	07/27/2007		M		7,500		12/15/2001 ⁽¹⁾	12/15/2007	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY C L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X			

Signatures

William F. Stoll, Jr. for C.L.
Henry

07/30/2007

__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 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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