

LENNOX INTERNATIONAL INC
 Form 4
 May 28, 2015

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 *
 Young Douglas L

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)
 05/26/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, President & COO RHC

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	05/26/2015		M ⁽¹⁾		982	A	\$ 0	61,498	D
Common Stock, Par Value \$0.01 Per Share	05/26/2015		M ⁽¹⁾		1,048	A	\$ 0	62,546	D
Common Stock, Par Value \$0.01 Per Share	05/26/2015		M ⁽¹⁾		1,048	A	\$ 0	63,594	D

Value \$0.01 Per Share							
Common Stock, Par Value	05/26/2015	M ⁽¹⁾	1,296	A	\$ 0	64,890	D
\$0.01 Per Share							
Common Stock, Par Value	05/26/2015	M ⁽¹⁾	1,296	A	\$ 0	66,186	D
\$0.01 Per Share							
Common Stock, Par Value	05/27/2015	S	982	D	\$ 113.86	65,204	D
\$0.01 Per Share							
Common Stock, Par Value	05/27/2015	S	1,048	D	\$ 113.86	64,156	D
\$0.01 Per Share							
Common Stock, Par Value	05/27/2015	S	1,296	D	\$ 113.86	62,860	D
\$0.01 Per Share							
Common Stock, Par Value	05/27/2015	S	1,048	D	\$ 115	61,812	D
\$0.01 Per Share							
Common Stock, Par Value	05/27/2015	S	1,296	D	\$ 113.86	60,516	D
\$0.01 Per Share							

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)**

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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)
Non-qualified Stock Appreciation Right	\$ 36.935	05/26/2015		M	2,504	12/10/2010 ⁽²⁾ 12/10/2016	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 46.78	05/26/2015		M	3,063	12/09/2011 ⁽³⁾ 12/09/2017	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 46.78	05/26/2015		M	3,063	12/09/2011 ⁽³⁾ 12/09/2017	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 34.06	05/26/2015		M	3,183	12/08/2012 ⁽⁴⁾ 12/08/2018	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 34.06	05/26/2015		M	3,183	12/08/2012 ⁽⁴⁾ 12/08/2018	Common Stock, Par Value \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address

Relationships

Young Douglas L
2140 LAKE PARK BLVD.
RICHARDSON, TX 75080

Director 10% Owner Officer Other

EVP, President & COO RHC

Signatures

/s/ James K. Markey, attorney-in-fact for Douglas L.
Young

05/28/2015

__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) This exercise was effected pursuant to a Rule 10b5-1 trading plan.
- (2) One third of the Stock Appreciation Rights became exercisable on 12/10/2010 and each year thereafter. The entire grant became fully exercisable on 12/10/12.
- (3) One-third of the Stock Appreciation Rights became exercisable on 12/9/2011 and each year thereafter. The entire grant became fully exercisable on 12/9/2013.
- (4) One third of the Stock Appreciation Rights became exercisable on 12/8/2012 and each year thereafter. The entire grant became fully exercisable on 12/8/14.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated December 7, 2012,

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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