

LENNOX INTERNATIONAL INC  
Form 4  
May 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**BEDAPUDI PRAKASH**

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)  
**05/12/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Chief Technology Officer**

**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	05/12/2016		M		1,678 A \$ 0 23,070	D	
Common Stock, Par Value \$0.01 Per Share	05/12/2016		M		1,703 A \$ 0 24,773	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**

SEC 1474 (9-02)

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**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)
Non-qualified Stock Appreciation Right	\$ 51.11	05/12/2016		M	4,582	12/06/2013 <sup>(1)</sup> 12/06/2019	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 81.105	05/12/2016		M	7,073	12/12/2014 <sup>(2)</sup> 12/12/2020	Common Stock, Par Value \$0.01 Per Share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEDAPUDI PRAKASH 2140 LAKE PARK BLVD RICHARDSON, TX 75080			EVP, Chief Technology Officer	

## Signatures

/s/ John D. Torres, attorney-in-fact for Mr. Prakash  
Bedapudi

05/16/2016

\*\*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) One third of the Stock Appreciation Rights became exercisable on 12/6/2013 and each year thereafter. The entire grant became fully exercisable on 12/6/2015.

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- (2) One third of the Stock Appreciation Rights became exercisable on 12/12/14 and each year thereafter. The entire grant will become fully exercisable on 12/12/16.

**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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