

LENNOX INTERNATIONAL INC  
Form 4  
March 03, 2008

**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 \*  
BYRNE JAMES J

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)  
02/28/2008

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 02/28/2008                           |  | M                              | 12,483  | A \$ 13.375   | 68,824   | D                                 |
| Common Stock, par value \$0.01 per share | 02/28/2008                           |  | S                              | 100   | D \$ 38.6   | 68,724   | D                                 |
| Common Stock, par                        | 02/28/2008                           |  | S                              | 1,100   | D \$ 38.61  | 67,624   | D                                 |

|                               |            |   |       |   |          |        |   |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| value<br>\$0.01 per<br>share  |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 1,000 | D | \$ 38.62 | 66,624 | D |
| \$0.01 per<br>share           |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 200   | D | \$ 38.63 | 66,424 | D |
| \$0.01 per<br>share           |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 800   | D | \$ 38.64 | 65,624 | D |
| \$0.01 per<br>share           |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 1,000 | D | \$ 38.66 | 64,624 | D |
| \$0.01 per<br>share           |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 500   | D | \$ 38.68 | 64,124 | D |
| \$0.01 per<br>share           |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 200   | D | \$ 38.69 | 63,924 | D |
| \$0.01 per<br>share           |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 700   | D | \$ 38.7  | 63,224 | D |
| \$0.01 per<br>share           |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 100   | D | \$ 38.71 | 63,124 | D |
| \$0.01 per<br>share           |            |   |       |   |          |        |   |
| Common<br>Stock, par<br>value | 02/28/2008 | S | 300   | D | \$ 38.72 | 62,824 | D |

|                         |            |   |       |   |          |        |   |
|-------------------------|------------|---|-------|---|----------|--------|---|
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 200   | D | \$ 38.73 | 64,624 | D |
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 200   | D | \$ 38.74 | 62,424 | D |
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 1,000 | D | \$ 38.75 | 61,424 | D |
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 783   | D | \$ 38.76 | 60,641 | D |
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 1,500 | D | \$ 38.78 | 59,141 | D |
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 100   | D | \$ 38.79 | 59,041 | D |
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 200   | D | \$ 38.8  | 58,841 | D |
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 100   | D | \$ 38.81 | 58,741 | D |
| \$0.01 per share        |            |   |       |   |          |        |   |
| Common Stock, par value | 02/28/2008 | S | 100   | D | \$ 38.82 | 58,641 | D |
| \$0.01 per              |            |   |       |   |          |        |   |

share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 500 | D | \$ 38.83 | 58,141 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 200 | D | \$ 38.84 | 57,941 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 100 | D | \$ 38.85 | 57,841 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 700 | D | \$ 38.86 | 57,141 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 200 | D | \$ 38.88 | 56,941 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 100 | D | \$ 38.92 | 56,841 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |       |        |   |
|-------------------------------|------------|---|-----|---|-------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 200 | D | \$ 39 | 56,641 | D |
|-------------------------------|------------|---|-----|---|-------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 100 | D | \$ 39.06 | 56,541 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 02/28/2008 | S | 200 | D | \$ 39.08 | 56,341 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4) |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
|  |  |                                      |  |                                |   |  |   | Date Exercisable |
|  |  |                                      |  | Code                           | V (A)   | (D)  |   |                  |
| Non-Qualified Stock Option (right to buy)  | \$ 13.375  | 02/28/2008                           |  | M                              | 12,483  | 12/13/2003 <sup>(1)</sup> 12/13/2009                     | Common Stock, par value \$0.01 per share          |                  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BYRNE JAMES J<br>2140 LAKE PARK BLVD.<br>RICHARDSON, TX 75080 |               | X         |         |       |

## Signatures

|  |                     |
|--|---------------------|
| William F. Stoll, Jr. for James J. Byrne       | 03/03/2008          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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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