

LENNOX INTERNATIONAL INC
Form 4
August 12, 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)
08/08/2008

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)
			Code	V	Amount or Price		
Common Stock, Par Value \$0.01 Per Share	08/08/2008		M		9,900 A \$ 19.03	66,781	D
Common Stock, Par Value \$0.01 Per Share	08/08/2008		S		200 D \$ 37.01	66,581	D
Common Stock, Par Value \$0.01 Per Share	08/08/2008		S		1,300 D \$ 37.05	65,281	D

Value \$0.01 Per Share							
Common Stock, Par Value	08/08/2008	S	200	D	\$ 37.06	65,081	D
\$0.01 Per Share							
Common Stock, Par Value	08/08/2008	S	500	D	\$ 37.09	64,581	D
\$0.01 Per Share							
Common Stock, Par Value	08/08/2008	S	2,900	D	\$ 37.1	61,681	D
\$0.01 Per Share							
Common Stock, Par Value	08/08/2008	S	2,900	D	\$ 37.11	58,781	D
\$0.01 Per Share							
Common Stock, Par Value	08/08/2008	S	800	D	\$ 37.12	57,981	D
\$0.01 Per Share							
Common Stock, Par Value	08/08/2008	S	1,100	D	\$ 37.13	56,881	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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Security			Disposed of		Date Exercisable	Expiration Date	Title	An or Nu of Sh
			(D)	(Instr. 3, 4, and 5)				
			Code	V (A) (D)				
Non-qualified Stock Option (Right to Buy)	\$ 19.03	08/08/2008	M		12/11/1999 ⁽¹⁾	12/11/2008	Common Stock, Par Value \$0.01 Per Share	9

Reporting Owners

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

Signatures

/s/ William F. Stoll, Jr. for James J. Byrne
 08/12/2008
**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.