

RUMBOUGH ROY A
Form 4
February 08, 2011

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 *
RUMBOUGH ROY A

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)
02/07/2011

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
VP, CAO & Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, Par Value \$0.01 Per Share	02/07/2011		S		2,000	D	\$ 51.763 (1)
Common Stock, Par Value \$0.01 Per Share	02/07/2011		M		2,076	A	\$ 34.52
Common Stock, Par Value \$0.01 Per Share	02/07/2011		M		2,650	A	\$ 28.24
							11,959
							14,035
							16,685

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Value
\$0.01 Per
Share

Common
Stock, Par

Value 02/07/2011 M 1,557 A \$ 36.935 18,242 D
\$0.01 Per
Share

Common
Stock, Par

Value 02/07/2011 D 1,596 D \$ 51.8 16,646 D
\$0.01 Per
Share

Common
Stock, Par

Value 02/07/2011 D 1,815 D \$ 51.77 14,831 D
\$0.01 Per
Share

Common
Stock, Par

Value 02/07/2011 D 1,236 D \$ 51.7601 13,595 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 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	\$ 34.52	02/07/2011		M	2,076	12/06/2008 ⁽²⁾ 12/06/2014	Common Stock, Par Value

Right								\$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 28.24	02/07/2011	M	2,650	12/11/2009 ⁽²⁾	12/11/2015	Common Stock, Par Value \$0.01 Per Share	2
Non-qualified Stock Appreciation Right	\$ 36.935	02/07/2011	M	1,557	12/10/2010 ⁽²⁾	12/10/2016	Common Stock, Par Value \$0.01 Per Share	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUMBOUGH ROY A 2140 LAKE PARK BLVD RICHARDSON, TX 75080			VP, CAO & Controller	

Signatures

/s/ Robert L. Villasenor, attorney-in-fact for Roy A. Rumbough

02/08/2011

**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 price reflects the weighted average of prices sold on 2/7/11. The prices range from \$51.74 to \$51.78.
- (2) The SAR became exercisable in three equal annual installments, commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated May 12, 2010.

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.