

RUMBOUGH ROY A
Form 4
August 20, 2012

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)
08/17/2012

____ 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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock, Par Value \$0.01 Per Share	08/17/2012		M		2,651	A	\$ 28.24 15,759	D
Common Stock, Par Value \$0.01 Per Share	08/17/2012		D		1,861	D	\$ 47.5 13,898	D
Common Stock, Par Value	08/17/2012		M		1,557	A	\$ 36.935 15,455	D

Value
\$0.01 Per
Share

Common
Stock, Par
Value 08/17/2012
\$0.01 Per
Share

D 1,302 D \$ 47.52 14,153 D

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 Right	\$ 28.24	08/17/2012		M	2,651	12/11/2009 ⁽¹⁾ 12/11/2015	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 36.935	08/17/2012		M	1,557	12/10/2010 ⁽²⁾ 12/10/2016	Common Stock, Par Value \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RUMBOUGH ROY A
2140 LAKE PARK BLVD

VP, CAO & Controller

RICHARDSON, TX 75080

Signatures

/s/ John D. Torres, attorney-in-fact for Roy A.
Rumbough

08/20/2012

__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 each of the three anniversary dates following the date of grant (12/11/2008), and the entire grant became fully exercisable on 12/11/2011.
- (2) The Stock Appreciation Rights became exercisable on each of the three anniversary dates following the date of grant (12/10/2009) and the entire grant will become fully exercisable on 12/10/2012.

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.

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