

Young Douglas L
Form 4
November 09, 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 *
Young Douglas L

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)
11/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, President & COO RHC

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, Par Value \$0.01 Per Share	11/08/2012		M		3,635 A \$ 51.235	80,407	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012		D		2,649 D \$ 51.235	77,758	D
Common Stock, Par Value	11/08/2012		M		1,000 A \$ 50.82	78,758	D

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Value \$0.01 Per Share							
Common Stock, Par Value \$0.01 Per Share	11/08/2012	D	751	D	\$ 50.82	78,007	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	M	16,062	A	\$ 50.82	94,069	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	D	12,050	D	\$ 50.82	82,019	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	M	20,359	A	\$ 50.87	102,378	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	D	15,547	D	\$ 50.87	86,831	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	M	25,994	A	\$ 50.855	112,825	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	D	18,258	D	\$ 50.855	94,567	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	M	10,018	A	\$ 50.83	104,585	D
Common Stock, Par Value	11/08/2012	D	8,278	D	\$ 50.83	96,307	D

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\$0.01 Per Share

Common Stock, Par

Value 11/08/2012 S 18,549 D \$ 51.027 77,758 D

\$0.01 Per Share

(1)

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	\$ 29.355	11/08/2012		M	3,635	12/09/2006 ⁽²⁾ 12/09/2012	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 30.845	11/08/2012		M	1,000	12/08/2007 ⁽²⁾ 12/08/2013	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 30.845	11/08/2012		M	16,062	12/08/2007 ⁽²⁾ 12/08/2013	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 34.52	11/08/2012		M	20,359	12/06/2008 ⁽²⁾ 12/06/2014	Common Stock, Par Value \$0.01 Per Share

Non-qualified Stock Appreciation Right	\$ 28.24	11/08/2012	M	25,994	12/11/2009 ⁽²⁾	12/11/2015	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 36.935	11/08/2012	M	10,018	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
Young Douglas L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080			EVP, President & COO RHC	

Signatures

/s/ John D. Torres, attorney-in-fact for Douglas L.
Young

11/09/2012

**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).

Reflects a weighted average sale price of \$51.027, at prices ranging from \$51 to \$51.18 per share. The Reporting Person will provide,
(1) upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) One third of the Stock Appreciation Rights became exercisable on each of the three anniversary dates following the date of grant, and the entire grant became fully exercisable at that time.

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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