

LENNOX INTERNATIONAL INC
 Form 4
 May 02, 2013

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 *
 NORRIS JOHN W III

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)
 05/01/2013

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 | | 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) | | | |
| Common Stock, Par Value \$0.01 Per Share | 05/01/2013 | | S | | 100 | D | \$ 60.05 | 275,316 | D |
| Common Stock, Par Value \$0.01 Per Share | 05/01/2013 | | S | | 592 | D | \$ 60.06 | 274,724 | D |
| Common Stock, Par Value \$0.01 Per Share | 05/01/2013 | | S | | 1,100 | D | \$ 60.0637 | 273,624 | D |

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| | | | | | | | | |
|-------------------------------|------------|---|-------|---|---------------|-----------|---|---|
| Value \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | 05/01/2013 | S | 100 | D | \$ 60.07 | 273,524 | D | |
| \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | 05/01/2013 | S | 300 | D | \$ 60.09 | 273,224 | D | |
| \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | 05/01/2013 | S | 100 | D | \$ 60.0901 | 273,124 | D | |
| \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | 05/01/2013 | M | 2,292 | A | \$ 0 | 275,416 | D | |
| \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | | | | | | 16,147 | I | B.W. Norris Revocable Trust |
| \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | | | | | | 15,823 | I | Spouse ⁽¹⁾ |
| \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | | | | | | 12,225 | I | B.w. Norris Trust |
| \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | | | | | | 11,301 | I | L. C. Norris Trust |
| \$0.01 Per Share | | | | | | | | |
| Common Stock, Par Value | | | | | | 2,545,105 | I | Norris Family Ltd. P ⁽¹⁾ |

| | | | |
|---|--------|---|-------------------|
| \$0.01 Per Share Common Stock, Par Value \$0.01 Per Share | 12,225 | I | W.h. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 1,000 | I | Daughter |
| Common Stock, Par Value \$0.01 Per Share | 9,547 | I | Son |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-qualified Stock Appreciation Right | \$ 30.845 | 05/01/2013 | | M | 4,706 | 12/08/2007 ⁽²⁾ 12/08/2013 | Common Stock, Par Value \$0.01 Per Share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NORRIS JOHN W III 2140 LAKE PARK BLVD. RICHARDSON, TX 75080 | | X | | |

Signatures

/s/ James K. Markey, attorney-in-fact for Mr. John W.
Norris III

05/02/2013

__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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) One third of the Stock Appreciation Rights became exercisable on 12/8/2007 and each year thereafter. The entire grant became fully exercisable on 12/8/2009.

Remarks:

Attorney-in-fact pursuant to the power of attorney dated December 7, 2012.

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.