

LENNOX INTERNATIONAL INC
Form 4
August 20, 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 *
Sessa Daniel M

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)
08/19/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief HR Officer

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 | 08/19/2013 | | M | | 6,367 | A | \$ 34.06 53,120 | D |
| Common Stock, Par Value \$0.01 Per Share | 08/19/2013 | | F | | 4,509 | D | \$ 68.49 48,611 | D |
| Common Stock, Par Value | 08/19/2013 | | M | | 8,168 | A | \$ 46.78 56,779 | D |

Value
\$0.01 Per
Share

Common
Stock, Par

| | | | | | | | |
|-------|------------|---|-------|---|----------|--------|---|
| Value | 08/19/2013 | F | 6,666 | D | \$ 68.49 | 50,113 | D |
|-------|------------|---|-------|---|----------|--------|---|

\$0.01 Per
Share

Common
Stock, Par

| | | | | | | | |
|-------|------------|---|--------|---|--------------|--------|---|
| Value | 08/19/2013 | M | 15,027 | A | \$ 36.935 | 65,140 | D |
|-------|------------|---|--------|---|--------------|--------|---|

\$0.01 Per
Share

Common
Stock, Par

| | | | | | | | |
|-------|------------|---|--------|---|----------|--------|---|
| Value | 08/19/2013 | F | 11,009 | D | \$ 68.49 | 54,131 | D |
|-------|------------|---|--------|---|----------|--------|---|

\$0.01 Per
Share

Common
Stock, Par

| | | | | | | | |
|-------|------------|------------------|-------|---|----------|--------|---|
| Value | 08/19/2013 | S ⁽¹⁾ | 7,378 | D | \$ 68.29 | 46,753 | D |
|-------|------------|------------------|-------|---|----------|--------|---|

\$0.01 Per
Share

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Appreciation Right | \$ 34.06 | 08/19/2013 | | M | 6,367 | 12/08/2012 12/08/2018 | Common Stock, Par Value \$0.01 Per |

| | | | | | | | | Share |
|---|-----------|------------|---|--------|------------|------------|--|-------|
| Non-qualified Stock Appreciation Right | \$ 46.78 | 08/19/2013 | M | 8,168 | 12/09/2011 | 12/09/2017 | Common Stock, Par Value \$0.01 Per Share | 8, |
| Non-qualified Stock Appreciation Right | \$ 36.935 | 08/19/2013 | M | 15,027 | 12/10/2010 | 12/10/2016 | Common Stock, Par Value \$0.01 Per Share | 15, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sessa Daniel M 2140 LAKE PARK BLVD. RICHARDSON, TX 75080 | | | EVP, Chief HR Officer | |

Signatures

/s/ James K. Markey, attorney-in-fact for Daniel M.

Sessa

08/20/2013

__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).

Reflects a weighted average sale price of \$68.29 at prices ranging from \$68.25 to \$68.43 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.

Remarks:

Attorney-in-fact pursuant to 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.

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