

LENNOX INTERNATIONAL INC  
 Form 4  
 September 02, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**STOLL WILLIAM F JR**

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 BOULEVARD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/28/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Chief Legal Officer & Sec**

**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 (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)
Common Stock, Par Value \$0.01 Per Share	08/28/2008		M	9,070 A	\$ 18.57 131,538 <sup>(1)</sup>	D	
Common Stock, Par Value \$0.01 Per Share	08/28/2008		M	12,308 A	\$ 29.355 143,846	D	
Common Stock, Par Value \$0.01 Per Share	08/28/2008		M	5,687 A	\$ 30.845 149,533	D	

Value  
\$0.01 Per  
Share

Common  
Stock, Par

Value	08/28/2008	S	6,155	D	\$	37.575	143,378	D
-------	------------	---	-------	---	----	--------	---------	---

\$0.01 Per  
Share

Common  
Stock, Par

Value	08/28/2008	S	10,597	D	\$	37.575	132,781	D
-------	------------	---	--------	---	----	--------	---------	---

\$0.01 Per  
Share

Common  
Stock, Par

Value	08/28/2008	S	5,022	D	\$	37.81	127,759	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.**

SEC 1474  
(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	\$ 18.57	08/28/2008		M	9,070	12/11/2004 <sup>(2)</sup> 12/11/2010	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 29.355	08/28/2008		M	12,308	12/09/2006 <sup>(3)</sup> 12/09/2012	Common Stock, Par Value \$0.01 Per

Non-qualified Stock Appreciation Right	\$ 30.845	08/28/2008	M	5,687	12/08/2007 <sup>(3)</sup>	12/08/2013	Share Common Stock, Par Value \$0.01 Per Share
---	-----------	------------	---	-------	---------------------------	------------	---

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOLL WILLIAM F JR 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			EVP, Chief Legal Officer & Sec	

## Signatures

William F. Stoll,  
Jr. 09/02/2008

\*\*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) Includes 170 shares that were previously reported as withheld to cover taxes. Only 16,779 were withheld instead of the estimated 16,949 as reported on the original Form 4 filed on 2/28/08.
- (2) The stock appreciation right becomes exercisable in three equal annual installments, commencing one year after 12/11/2003.
- (3) The stock appreciation right becomes exercisable in three equal annual installments, commencing one year from the date of grant.

### Remarks:

Attorney-in-fact pursuant to the power of attorney dated April 23, 2004.

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.