

LENNOX INTERNATIONAL INC
 Form 4
 May 20, 2008

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 *
 Moon David W

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)
 05/16/2008

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock, par value \$0.01 per share	05/16/2008		M		6,900	A \$ 16.21	66,656	D
Common Stock, par value \$0.01 per share	05/16/2008		M		3,300	A \$ 19.0273	69,956	D
Common Stock, par	05/16/2008		S		200	D \$ 34.78	69,756	D

value \$0.01 per share							
Common Stock, par value \$0.01 per share	05/16/2008	S	600	D	\$ 34.79	69,156	D
Common Stock, par value \$0.01 per share	05/16/2008	S	1,000	D	\$ 34.8	68,156	D
Common Stock, par value \$0.01 per share	05/16/2008	S	400	D	\$ 34.81	67,756	D
Common Stock, par value \$0.01 per share	05/16/2008	S	200	D	\$ 34.82	67,556	D
Common Stock, par value \$0.01 per share	05/16/2008	S	200	D	\$ 34.83	67,356	D
Common Stock, par value \$0.01 per share	05/16/2008	S	100	D	\$ 34.85	67,256	D
Common Stock, par value \$0.01 per share	05/16/2008	S	100	D	\$ 34.86	67,156	D
Common Stock, par value \$0.01 per share	05/16/2008	S	200	D	\$ 34.87	66,956	D
Common Stock, par value	05/16/2008	S	100	D	\$ 34.88	66,856	D

\$0.01 per share							
Common Stock, par value	05/16/2008	S	200	D	\$ 34.89	66,656	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	600	D	\$ 34.9	66,056	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	300	D	\$ 34.91	65,756	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.92	65,356	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	800	D	\$ 34.93	64,556	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	500	D	\$ 34.94	64,056	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.95	63,656	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.96	63,256	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	300	D	\$ 34.97	62,956	D
\$0.01 per							

share

Common Stock, par value	05/16/2008	S	300	D	\$ 34.98	62,656	D
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\$0.01 per
share

Common Stock, par value	05/16/2008	S	100	D	\$ 34.99	62,556	D
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\$0.01 per
share

Common Stock, par value	05/16/2008	S	200	D	\$ 35	62,356	D
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\$0.01 per
share

Common Stock, par value	05/16/2008	S	100	D	\$ 35.01	62,256	D
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\$0.01 per
share

Common Stock, par value	05/16/2008	S	100	D	\$ 35.03	62,156	D
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\$0.01 per
share

Common Stock, par value	05/16/2008	S	300	D	\$ 35.04	61,856	D
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\$0.01 per
share

Common Stock, par value	05/16/2008	S	200	D	\$ 35.05	61,656	D
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\$0.01 per
share

Common Stock, par value	05/16/2008	S	300	D	\$ 35.06	61,356	D
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\$0.01 per
share

Common Stock, par value	05/16/2008	S	400	D	\$ 35.07	60,956	D
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\$0.01 per
share

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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 Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Common Stock, par value \$0.01 per share	\$ 16.21	05/16/2008		M	6,900	12/13/2002 ⁽¹⁾ 12/13/2008	Common Stock, par value \$0.01 per share	6,900	
Common Stock, par value \$0.01 per share	\$ 19.0273	05/16/2008		M	3,300	12/10/1999 ⁽²⁾ 12/10/2008	Common Stock, par value \$0.01 per share	3,300	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moon David W 2140 LAKE PARK BLVD RICHARDSON, TX 75080			EVP, President & COO of WWR	

Signatures

William F. Stoll, Jr. for David W. Moon
05/20/2008

**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) This option becomes exercisable in three equal annual installments beginning on 12/13/02.
- (2) This option becomes exercisable in three equal annual installments one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated 8/16/2006.

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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