

Torres John D
Form 4
April 26, 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 *
Torres John D

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)
04/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Legal 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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, Par Value \$0.01 Per Share | 04/24/2013 | | S ⁽¹⁾ | | 6,371 | D | \$ 61.952 37,456 |
| Common Stock, Par Value \$0.01 Per Share | 04/24/2013 | | M | | 3,528 | A | \$ 62.02 40,984 |
| Common Stock, Par Value \$0.01 Per Share | 04/24/2013 | | M | | 1,171 | A | \$ 62.13 42,155 |

Value
\$0.01 Per
Share

Common
Stock, Par

Value 04/24/2013 M 1,672 A \$ 62.1999 43,827 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 Amount or Number of S |
| Non-qualified Stock Appreciation Right | \$ 36.935 | 04/24/2013 | | M | 15,027 | 12/10/2010 12/10/2016 | Common Stock, Par Value \$0.01 Per Share 15, |
| Non-qualified Stock Appreciation Right | \$ 46.78 | 04/24/2013 | | M | 8,168 | 12/09/2011 12/09/2017 | Common Stock, Par Value \$0.01 Per Share 8, |
| Non-qualified Stock Appreciation Right | \$ 34.06 | 04/24/2013 | | M | 6,367 | 12/08/2012 12/08/2018 | Common Stock, Par Value \$0.01 Per Share 6, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Torres John D
2140 LAKE PARK BLVD
RICHARDSON, TX 75080

EVP, Chief Legal Officer

Signatures

/s/ James K. Markey, attorney-in-fact for John D.
Torres

04/26/2013

__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 \$61.952 at prices ranging from \$61.61 to \$62.21 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.
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.