

LENNOX INTERNATIONAL INC
 Form 5
 February 12, 2014

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Young Douglas L

(Last) (First) (Middle)

2140 LAKE PARK BLVD.

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 LENNOX INTERNATIONAL INC [LII]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, President & COO RHC

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock, Par Value \$0.01 Per Share	03/27/2013	Â	J4 ⁽¹⁾⁽²⁾	33,074 D \$ 0	44,910	D	Â

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

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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	\$ 46.78	03/27/2013	Â	J4 ⁽³⁾	Â 4,631	12/09/2011 12/09/2017	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 34.06	03/27/2013	Â	J4 ⁽⁴⁾	Â 9,551	12/08/2012 12/08/2018	Common Stock, Par Value \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Young Douglas L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	Â	Â	Â EVP, President & COO RHC	Â

Signatures

/s/ James K. Markey, attorney-in-fact for Douglas L. Young
 **Signature of Reporting Person
 Date 02/12/2014

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) On March 27, 2013, the reporting person transferred 26,346 shares of Lennox International Inc. common stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- (2) On March 27, 2013, the reporting person gave his ex-wife the right to receive the proceeds of 6,728 of his RSU grants pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of 6,728 Lennox International Inc. securities for that reason.
- (3) On March 27, 2013, the reporting person gave his ex-wife the right to receive the proceeds of 4,631 of these SARs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of that portion of these SARs.

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- (4) On March 27, 2013, the reporting person gave his ex-wife the right to receive the proceeds of 9,551 of these SARs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of that portion of these SARs.

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Remarks:

Attorney-in-factÂ pursuantÂ toÂ PowerÂ ofÂ AttorneyÂ datedÂ DecemberÂ 7,Â 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.