

LENNOX INTERNATIONAL INC
 Form 4
 December 13, 2005

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 *
 BOOTH STEVEN R

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)
 12/09/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

RICHARDSON, TX 75080-2254
 (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 Indirect Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock, par value \$0.01 per share | 12/09/2005 | | A ⁽¹⁾ | 1,549 | A | \$ 29.355 | 18,202 | D | |
| Common Stock, par value \$0.01 per share | | | | | | | 131,548 | I | Booth Charitable Trust ⁽²⁾ |
| Common Stock, par | | | | | | | 1,931,506 | I | Trust FBO Richard |

| | | | | | | | |
|--|--|--|--|---------|---|--|-----------------------------|
| value \$0.01 per share | | | | | | | Booth |
| Common Stock, par value \$0.01 per share | | | | 642,741 | I | | Steven R. Booth Trust |
| Common Stock, par value \$0.01 per share | | | | 52,116 | I | | Daughter Jessica |
| Common Stock, par value \$0.01 per share | | | | 31,330 | I | | Son Nicholas |
| Common Stock, par value \$0.01 per share | | | | 60,509 | I | | Spouse |

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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|--|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 29.355 | 12/09/2005 | | A | 5,092 | 12/09/2006 ⁽³⁾ | 12/09/2012 | Common Stock | 5,092 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOOTH STEVEN R 2140 LAKE PARK BLVD. RICHARDSON, TX 75080-2254 | | X | | |

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for Steven R.

Booth

12/13/2005

__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) Restricted Stock Award

The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed that the reporting person is the

- (2) beneficial owner of such securities for purposes of Section 16 or for any other purpose. Since the reporting person's last filing, 900 shares were gifted from the trust.
- (3) The stock appreciation right becomes exercisable in three equal annual installments, commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to 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.

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