

LENNOX INTERNATIONAL INC
 Form 4
 February 26, 2007

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 *
 Young Douglas L

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)
 02/22/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & COO of WWH&C Resid

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	02/22/2007		M		8,740 A \$ 13.375	139,747	D
Common Stock, par value \$0.01 per share	02/22/2007		S		6,500 D \$ 35.7	133,247	D
Common Stock, par	02/22/2007		S		500 D \$ 35.71	132,747	D

value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/22/2007	S	600	D	\$ 35.72	132,147	D
Common Stock, par value \$0.01 per share	02/22/2007	S	1,140	D	\$ 35.73	131,007	D
Common Stock, par value \$0.01 per share	02/22/2007	M	16,580	A	\$ 16.76	147,587	D
Common Stock, par value \$0.01 per share	02/22/2007	M	1,817	A	\$ 29.355	149,404	D
Common Stock, par value \$0.01 per share	02/22/2007	S	10,164	D	\$ 35.755	139,240	D
Common Stock, par value \$0.01 per share	02/22/2007	S	1,578	D	\$ 35.755	137,662	D

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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Security			(D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option	\$ 13.375	02/22/2007		M				12/13/2003 ⁽¹⁾	12/13/2009	Common Stock, par value \$0.01 per share
Stock Appreciation Right	\$ 16.76	02/22/2007		M				12/11/2004 ⁽²⁾	12/11/2010	Common Stock, par value \$0.01 per share
Stock Appreciation Right	\$ 27.355	02/22/2007		M				12/09/2006 ⁽²⁾	12/09/2012	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			President & COO of WWH&C Resid	

Signatures

William F. Stoll, Jr. for Douglas L. Young
 02/26/2007
 **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) The option becomes exercisable in three equal installments, commencing one year after the date of grant.
- (2) The stock appreciation right becomes exercisable in three equal installments, commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated 10/16/2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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.