

LENNOX INTERNATIONAL INC
 Form 4
 July 29, 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 *
 HENRY C 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)

3. Date of Earliest Transaction (Month/Day/Year)

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

2140 LAKE PARK BLVD.

07/28/2008

(Street)

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

RICHARDSON, TX 75080

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	07/28/2008		M	A	\$ 11,348 16.365	36,831	D
Common Stock, par value \$0.01 per share	07/28/2008		S	D	\$ 35 36,531		D
Common Stock, par	07/28/2008		S	D	\$ 35.01 36,131		D

value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/28/2008	S	600	D	\$ 35.02	35,531	D
Common Stock, par value \$0.01 per share	07/28/2008	S	800	D	\$ 35.03	34,731	D
Common Stock, par value \$0.01 per share	07/28/2008	S	700	D	\$ 35.04	34,031	D
Common Stock, par value \$0.01 per share	07/28/2008	S	900	D	\$ 35.05	33,131	D
Common Stock, par value \$0.01 per share	07/28/2008	S	800	D	\$ 35.06	32,331	D
Common Stock, par value \$0.01 per share	07/28/2008	S	548	D	\$ 35.07	31,783	D
Common Stock, par value \$0.01 per share	07/28/2008	S	100	D	\$ 35.08	31,683	D
Common Stock, par value \$0.01 per share	07/28/2008	S	5,300	D	\$ 35.1	26,383	D
Common Stock, par value	07/28/2008	S	300	D	\$ 35.11	26,083	D

\$0.01 per share Common Stock, par value	07/28/2008	S	100	D	\$ 35.16	25,983	D
\$0.01 per share Common Stock, par value	07/28/2008	S	100	D	\$ 35.18	25,883	D
\$0.01 per share Common Stock, par value	07/28/2008	S	100	D	\$ 35.2	25,783	D
\$0.01 per share Common Stock, par value	07/28/2008	S	100	D	\$ 35.21	25,683	D
\$0.01 per share Common Stock, par value	07/28/2008	S	200	D	\$ 35.22	25,483	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 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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title

Non-Qualified Stock Option (right to buy)	\$ 16.365	07/28/2008	M	11,348	12/14/2002 ⁽¹⁾	12/14/2008	Common Stock, par value \$0.01 per share
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY C L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X			

Signatures

William F. Stoll, Jr. for C.L. Henry	07/29/2008
**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) The option becomes exercisable in three equal annual installments beginning on 12/14/2002.

Remarks:

Attorney-in-fact pursuant to the Power of Attorney dated 4/23/04.

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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