#### LENNOX INTERNATIONAL INC

Form 4 May 07, 2012

## FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

Stock, Par

(Print or Type Responses)

NORRIS JOHN W III

1. Name and Address of Reporting Person \*

			LENNO	OX INTE	RNATIO	ONA.	L INC	(Chec	k all applicable	·)
(Last)	· · ·	Middle)	(Month/D	-	ransaction			_X_ Director Officer (give below)		Owner er (specify
2140 LAKE	E PARK BLVD.		05/04/2	012				,	,	
	(Street)			endment, D nth/Day/Yea		al		6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Pe	rson
RICHARDS	SON, TX 75080							Form filed by M Person	Iore than One Re	porting
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned	
1.Title of Security (Instr. 3)  Common Stock, Par Value \$0.01 Per	2. Transaction Date (Month/Day/Year)  05/04/2012	Execution any (Month/D	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Securi or(A) or D (Instr. 3,	ties A ispose	cquired d of (D)	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
Share Common Stock, Par Value \$0.01 Per Share								16,147	I	Son
Common								15,823	I	Spouse (2)

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Value \$0.01 Per Share			
Common Stock, Par Value \$0.01 Per Share	12,225	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share	11,301	I	L. C. Norris Trust
Common Stock, Par Value \$0.01 Per Share	2,545,105	I	Norris Family Ltd. P (2)
Common Stock, Par Value \$0.01 Per Share	12,225	I	W.h. Norris Trust
Common Stock, Par Value \$0.01 Per Share	1,000	I	Daughter
Common Stock, Par Value \$0.01 Per Share	9,547	I	Son

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own

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Security
Acquired
(A) or
Disposed
of (D)

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number Follo

Repo

Trans

(Insti

of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NORRIS JOHN W III 2140 LAKE PARK BLVD. X RICHARDSON, TX 75080

## **Signatures**

/s/ John D. Tores, attorney-in-fact for Mr. John W. Norris III

05/07/2012

\*\*Signature of Reporting Person

regarding the number of shares sold at each separate price.

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 \$43.071, at prices ranging from \$43.06 to \$43.08 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
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

#### Remarks:

Attorney-in-fact pursuant to the power of attorney dated May 12, 2010.

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.

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