

LENNOX INTERNATIONAL INC

Form 4

February 10, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Torres John D

2. Issuer Name **and** Ticker or Trading
Symbol

LENNOX INTERNATIONAL INC
[LIH]

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)
02/07/2014

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

EVP, Chief Legal Officer

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

RICHARDSON, TX 75080

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01 Per Share	02/07/2014		M	1,331 A \$ 0	38,597	D	
Common Stock, Par Value \$0.01 Per Share	02/07/2014		M	2,816 A \$ 0	41,413	D	
Common Stock, Par	02/07/2014		M	1,376 A \$ 0	42,789	D	

Value
\$0.01 Per
Share

Common
Stock, Par

Value 02/07/2014
\$0.01 Per
Share

S⁽¹⁾

5,523

D

\$
86.497 37,266

D

Common
Stock, Par

Value 02/07/2014
\$0.01 Per
Share

S⁽²⁾

10,400

D

\$
86.866 26,866

D

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
Non-qualified Stock Appreciation Right	\$ 46.78	02/07/2014		M	4,084	12/09/2011 ⁽³⁾ 12/09/2017	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 34.06	02/07/2014		M	6,367	12/08/2012 ⁽⁴⁾ 12/08/2018	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation	\$ 51.11	02/07/2014		M	4,581	12/06/2013 ⁽⁵⁾ 12/06/2019	Common Stock, Par Value

Right

\$0.01 Per
Share

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Torres John D 2140 LAKE PARK BLVD RICHARDSON, TX 75080	EVP, Chief Legal Officer

Signatures

/s/ James K. Markey, attorney-in-fact for John D.
Torres

02/10/2014

__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).
 - Reflects a weighted average sale price of \$86.497 at prices ranging from \$86.17 to \$86.88 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (1) Reflects a weighted average sale price of \$86.866 at prices ranging from \$86.48 to \$87.17. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (2) One third of the Stock Appreciation Rights became exercisable on 12/9/2011 and each year thereafter. The entire grant became fully exercisable on 12/9/2013.
 - (3) One third of the Stock Appreciation Rights became exercisable on 12/8/2012 and each year thereafter. The entire grant will become fully exercisable on 12/8/2014.
 - (4) One third of the Stock Appreciation Rights became exercisable on 12/6/2013 and each year thereafter. The entire grant will become fully exercisable on 12/6/2015.
 - (5)

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated December 7, 2012.

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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