LENNOX INTERNATIONAL INC

Form 4

December 07, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Young Douglas L Issuer Symbol LENNOX INTERNATIONAL INC (Check all applicable) [LII] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ __ Other (specify (Month/Day/Year) below) 2140 LAKE PARK BLVD. 12/04/2015 EVP, President & COO RHC (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

RICHARDSON, TX 75080

| | (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secui | rities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|-----|--------------------------|---------------------|--------------------|-----------------------------------|------------|------------------|--------------|---------------------------------|--------------------------------------|----------------------|
| | Title of | 2. Transaction Date | 3. | 4. Securi | | | 5. Amount of | 6. | 7. Nature of | |
| | curity | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of (D) | | | Securities | Ownership | Indirect | |
| (In | str. 3) | | any | Code | (Instr. 3, | 4 and | 5) | Beneficially | Form: Direct | Beneficial |
| | | | (Month/Day/Year) | (Instr. 8) | | | | Owned Following Reported | (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Co | ommon | | | | | | | | | |
| | ock, Par | | | | | | \$ | | | |
| \$0 | alue 0.01 Per aare | 12/04/2015 | | F | 2,718 | D | 134.87 | 57,798 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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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 Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|----------------------|------------|---------------|-------------|-----------------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amoun | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivativ | | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A manuat | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | Or Number | | |
| | | | | | | Exercisable | Date | Title Number of | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Young Douglas L 2140 LAKE PARK BLVD.

RICHARDSON, TX 75080

EVP, President & COO RHC

Signatures

/s/ James K. Markey, attorney-in-fact for Douglas L. Young

12/07/2015

**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).

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. 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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