

Hogan Mark Roland  
 Form 4  
 July 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Hogan Mark Roland

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)  
 07/25/2008

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

RICHARDSON, TX 75080  
 (City) (State) (Zip)

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

**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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock, par value \$0.01 per share | 07/25/2008                           |  | M                              |   | 3,634 D \$ 29.355   | 42,853 (1)   | D   |
| Common Stock, par value \$0.01 per share | 07/25/2008                           |  | M                              |   | 1,679 D \$ 30.845   | 44,532   | D   |
| Common Stock, par                        | 07/25/2008                           |  | S                              |   | 3,298 D \$ 34.365   | 41,234   | D   |

value  
\$0.01 per  
share

Common  
Stock, par  
value 07/25/2008  
\$0.01 per  
share

S 1,537 D \$ 35.61 39,697 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights                  | \$ 29.355  | 07/25/2008                           |  | M                              | 3,634   | 12/09/2006 <sup>(2)</sup> 12/09/2012                     | Common Stock, par value \$0.01 per share                    |
| Stock Appreciation Rights                  | \$ 30.845  | 07/25/2008                           |  | M                              | 1,679   | 12/08/2007 <sup>(2)</sup> 12/08/2013                     | Common Stock, par value \$0.01 per share                    |

## Reporting Owners

| Reporting Owner Name / Address            | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Hogan Mark Roland<br>2140 LAKE PARK BLVD. |               |           | EVP, Engineering |       |

RICHARDSON, TX 75080

## Signatures

William F. Stoll, Jr. For Mark Roland  
Hogan

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) Includes 209 shares that were previously reported as withheld to cover taxes. Only 6,921 shares were withheld, instead of the estimated 7,130 shares as reported on the original Form 4 filed 2/28/08.
- (2) The stock appreciation right becomes exercisable in three equal annual installments commencing one year after the date of grant.

### Remarks:

Attorney-in-fact pursuant to the power of attorney dated July 16, 2007.

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.