

LENNOX INTERNATIONAL INC

Form DEFA14A

March 20, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**LENNOX INTERNATIONAL INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Lennox International announces agreement to reduce its outstanding shares.**

(DALLAS March 20, 2007) Lennox International Inc. (NYSE: LII) announced it has entered into an agreement with A.O.C. Corporation under which it would acquire 2,695,770 shares of LII common stock owned by A.O.C. in exchange for 2,239,589 newly-issued LII common shares. The effect of this transaction would be to reduce the number of outstanding shares of LII common stock by 456,181 shares, at minimal cost to LII.

Thomas W. Booth, Stephen R. Booth, John W. Norris, III and Jeffrey D. Storey, M.D., each a member of LII's Board of Directors, as well as other LII stockholders who are their immediate family members, are, individually or through trust arrangements, shareholders of A.O.C. A.O.C.'s assets consist solely of 2,695,770 shares of our common stock and cash. Following this transfer, A.O.C. would liquidate and distribute the newly issued LII stock to its shareholders. The transaction is subject to the satisfaction of certain conditions, including the approval of LII's shareholders and the receipt of a private letter ruling from the Internal Revenue Service that the transaction would qualify as a tax-free reorganization.

LII intends to seek stockholder approval for the issuance of these shares at its 2007 Annual Meeting of Stockholders to be held on May 17, 2007 and to file a preliminary proxy statement regarding this proposal with the Securities and Exchange Commission. Stockholders are advised to read the proxy statement when it becomes available because it will contain important information.

Operating in over 100 countries, Lennox International Inc. is a global leader in the heating, air conditioning, and refrigeration markets. Lennox International stock is traded on the New York Stock Exchange under the symbol LII. Additional information is available at: <http://www.lennoxinternational.com> or by contacting Bill Moltner, vice president, investor relations, at 972-497-6670. A free copy of the proxy statement can also be obtained at <http://www.sec.gov>.