

LENNOX INTERNATIONAL INC
 Form 4
 November 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Moon David W

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)
 11/03/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, President & COO of WWR

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	(D)	Price
Common Stock, Par Value \$0.01 Per Share	11/03/2008		M		19,690	A	\$ 13.375 79,446
Common Stock, Par Value \$0.01 Per Share	11/03/2008		M		5,274	A	\$ 16.76 84,720
Common Stock, Par Value	11/03/2008		S		19,690	D	\$ 30.2527 65,030

Value (1)
 \$0.01 Per
 Share
 Common
 Stock, Par
 Value 11/03/2008 S 3,798 D \$ 0 61,232 D
 \$0.01 Per
 Share

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

SEC 1474
(9-02)

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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 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)
Non-qualified Stock Option (Right to Buy)	\$ 13.375	11/03/2008		M	19,690	12/13/2003 ⁽²⁾ 12/13/2009	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 16.76	11/03/2008		M	5,274	12/11/2004 ⁽³⁾ 12/11/2010	Common Stock, Par Value \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moon David W 2140 LAKE PARK BLVD RICHARDSON, TX 75080			EVP, President & COO of WWR	

Signatures

/s/ Kenneth C. Fernandez, attorney-in-fact for David W.
Moon

11/05/2008

__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) This price reflects the weighted average price of shares sold. The prices range from \$30.19 to \$30.46.
 - (2) This option becomes exercisable in three equal annual installments, commencing one year after the date of grant.
 - (3) The SAR becomes exercisable in three equal annual installments, commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated 8/16/06.

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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