

Young Douglas L
Form 4
November 09, 2012

FORM 4

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

OMB APPROVAL

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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 *
Young Douglas L

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)
11/08/2012

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

RICHARDSON, TX 75080

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

(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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock, Par Value \$0.01 Per Share	11/08/2012		M		3,635 A \$ 51.235		80,407 D
Common Stock, Par Value \$0.01 Per Share	11/08/2012		D		2,649 D \$ 51.235		77,758 D
Common Stock, Par Value	11/08/2012		M		1,000 A \$ 50.82		78,758 D

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Value \$0.01 Per Share							
Common Stock, Par Value \$0.01 Per Share	11/08/2012	D	751	D	\$ 50.82	78,007	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	M	16,062	A	\$ 50.82	94,069	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	D	12,050	D	\$ 50.82	82,019	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	M	20,359	A	\$ 50.87	102,378	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	D	15,547	D	\$ 50.87	86,831	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	M	25,994	A	\$ 50.855	112,825	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	D	18,258	D	\$ 50.855	94,567	D
Common Stock, Par Value \$0.01 Per Share	11/08/2012	M	10,018	A	\$ 50.83	104,585	D
Common Stock, Par Value	11/08/2012	D	8,278	D	\$ 50.83	96,307	D

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\$0.01 Per Share

Common Stock, Par

Value 11/08/2012 S 18,549 D \$ 51.027 77,758 D

\$0.01 Per Share

(1)

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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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 Appreciation Right	\$ 29.355	11/08/2012		M	3,635	12/09/2006 ⁽²⁾ 12/09/2012	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 30.845	11/08/2012		M	1,000	12/08/2007 ⁽²⁾ 12/08/2013	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 30.845	11/08/2012		M	16,062	12/08/2007 ⁽²⁾ 12/08/2013	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 34.52	11/08/2012		M	20,359	12/06/2008 ⁽²⁾ 12/06/2014	Common Stock, Par Value \$0.01 Per Share

