RUMBOUGH ROY A

Form 4

February 08, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** RUMBOUGH ROY A | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|----------|--|--|--|--|--|
| | | | LENNOX INTERNATIONAL INC [LII] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | Director 10% Owner | | | |
| 2140 LAKE PARK BLVD | |) | (Month/Day/Year) 02/07/2011 | Officer (give title _X_ Other (specify below) below) VP, CAO & Controller | | | |
| | (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 | | | |
| RICHARDSON, TX 75080 | | | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tab | le I - Non- | Derivativ | e Secu | rities Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--|---|---|-----------------|-------------------------|------------------------------|---------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | omr Dispo (Instr. 3, | sed of 4 and (A) or | 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) |
| Common Stock, Par Value \$0.01 Per Share | 02/07/2011 | | Code V | Amount 2,000 | (D) | Price \$ 51.763 (1) | 11,959 | D | |
| Common Stock, Par Value \$0.01 Per Share | 02/07/2011 | | M | 2,076 | A | \$ 34.52 | 14,035 | D | |
| Common Stock, Par | 02/07/2011 | | M | 2,650 | A | \$ 28.24 | 16,685 | D | |

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| Value \$0.01 Per Share | | | | | | | |
|--|------------|---|-------|---|---------------|--------|---|
| Common Stock, Par Value \$0.01 Per Share | 02/07/2011 | M | 1,557 | A | \$ 36.935 | 18,242 | D |
| Common Stock, Par Value \$0.01 Per Share | 02/07/2011 | D | 1,596 | D | \$ 51.8 | 16,646 | D |
| Common Stock, Par Value \$0.01 Per Share | 02/07/2011 | D | 1,815 | D | \$ 51.77 | 14,831 | D |
| Common Stock, Par Value \$0.01 Per Share | 02/07/2011 | D | 1,236 | D | \$ 51.7601 | 13,595 | D |

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

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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. Transactic Code (Instr. 8) | 5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Derivative Expiration Date curities (Month/Day/Year) quired or sposed of str. 3, 4, | | | 7. Title and Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|---|--------------------|-------------------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | An or Nu of Sh | |
| Non-qualified Stock Appreciation | \$ 34.52 | 02/07/2011 | | M | 2,076 | 12/06/2008(2) | 12/06/2014 | Common Stock, Par Value | 2 | |

(9-02)

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| Right | | | | | | | \$0.01 Per Share | |
|---|-----------|------------|---|-------|---------------|------------|--|---|
| Non-qualified Stock Appreciation Right | \$ 28.24 | 02/07/2011 | M | 2,650 | 12/11/2009(2) | 12/11/2015 | Common Stock, Par Value \$0.01 Per Share | 2 |
| Non-qualified Stock Appreciation Right | \$ 36.935 | 02/07/2011 | M | 1,557 | 12/10/2010(2) | 12/10/2016 | Common Stock, Par Value \$0.01 Per Share | 1 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUMBOUGH ROY A 2140 LAKE PARK BLVD RICHARDSON, TX 75080

VP, CAO & Controller

Signatures

/s/ Robert L. Villasenor, attorney-in-fact for Roy A. Rumbough

02/08/2011

**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 of prices sold on 2/7/11. The prices range from \$51.74 to \$51.78.
- (2) The SAR became exercisable in three equal annual installments, commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated May 12, 2010.

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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