

LENNOX INTERNATIONAL INC  
Form 4  
August 15, 2005

**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 \*  
BYRNE JAMES J

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)

3. Date of Earliest Transaction (Month/Day/Year)

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

2140 LAKE PARK BLVD.

08/11/2005

(Street)

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

RICHARDSON, TX 75080

(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 | 08/11/2005                           |  | M                              | 7,230   | A                 | \$ 13.314 77,820  | D  |                                   |
| Common Stock, par value \$0.01 per share | 08/11/2005                           |  | M                              | 9,270   | A                 | \$ 13.314 87,090  | D  |                                   |
| Common Stock, par                        | 08/11/2005                           |  | M                              | 7,432   | A                 | \$ 10.313 94,522  | D  |                                   |

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|  |            |   |        |   |              |         |   |
|--|------------|---|--------|---|--------------|---------|---|
| value<br>\$0.01 per<br>share                         |            |   |        |   |              |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 08/11/2005 | M | 5,725  | A | \$<br>10.313 | 100,247 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 08/11/2005 | S | 2,900  | D | \$ 23.84     | 97,347  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 08/11/2005 | S | 12,095 | D | \$ 23.85     | 85,252  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 08/11/2005 | S | 11,400 | D | \$ 23.84     | 73,852  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 08/11/2005 | S | 700    | D | \$ 23.82     | 73,152  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 08/11/2005 | S | 200    | D | \$ 23.78     | 72,952  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 08/11/2005 | S | 300    | D | \$ 23.83     | 72,652  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 08/11/2005 | S | 300    | D | \$ 23.8      | 72,352  | D |
| Common<br>Stock, par<br>value                        | 08/11/2005 | S | 700    | D | \$ 23.85     | 71,652  | D |

\$0.01 per share

Common Stock, par value

08/11/2005 S 400 D \$ 23.81 71,252 D

\$0.01 per share

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy)  | \$ 10.313  | 08/11/2005                           |  | M                              | 7,432   | 12/10/1999 <sup>(1)</sup> 12/10/2009                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 10.313  | 08/11/2005                           |  | M                              | 5,725   | 12/10/1999 <sup>(1)</sup> 12/10/2009                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 13.314  | 08/11/2005                           |  | M                              | 7,230   | 12/13/1996 <sup>(1)</sup> 12/13/2006                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 13.314  | 08/11/2005                           |  | M                              | 9,270   | 12/13/1996 <sup>(1)</sup> 12/13/2006                     | Common Stock  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BYRNE JAMES J  
2140 LAKE PARK BLVD. X  
RICHARDSON, TX 75080

## Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for James J.  
Byrne

08/15/2005

\_\_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) The option 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 April 23, 2004.

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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