

LENNOX INTERNATIONAL INC
Form 4
May 15, 2006

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 *
NORRIS JOHN W III

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)
05/12/2006

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

2140 LAKE PARK BLVD.

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	05/12/2006		M	A	\$ 4,200	276,711	D
Common Stock, par value \$0.01 per share	05/12/2006		M	A	\$ 4,161	280,872	D
Common Stock, par	05/12/2006		S	D	\$ 2,600	278,272	D

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	05/12/2006	S	2,261	D	\$ 32.12	276,011	D	
Common Stock, par value \$0.01 per share	05/12/2006	S	3,500	D	\$ 32.08	272,511	D	
Common Stock, par value \$0.01 per share						4,987	I	B.W. Norris Trust
Common Stock, par value \$0.01 per share						2,693	I	Daughter, Lily
Common Stock, par value \$0.01 per share						4,063	I	L.C. Norris Trust
Common Stock, par value \$0.01 per share						2,674,422	I	Norris Family Ltd. P
Common Stock, par value \$0.01 per share						17,835	I	Son, Benjamin
Common Stock, par value \$0.01 per share						11,240	I	Son, William
Common Stock, par value						16,817	I	Spouse, Catherine

\$0.01 per share

Common Stock, par value \$0.01 per share

4,987

I

W.H. Norris Trust

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. 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)	\$ 13.275	05/12/2006		M	4,161	12/13/2003 ⁽¹⁾ 12/13/2009	Common Stock, par value \$0.01 per share
Non-Qualified Stock Option (right to buy)	\$ 16.265	05/12/2006		M	4,200	12/14/2002 ⁽¹⁾ 12/14/2008	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRIS JOHN W III 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X			

Signatures

William F. Stoll, Jr. For: John W.
Norris III

05/15/2006

__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 the 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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