

LENNOX INTERNATIONAL INC  
Form 4  
November 13, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MCDONOUGH ROBERT 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)  
2140 LAKE PARK BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/09/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, par value \$0.01 per share | 11/09/2006                           |  | M                              |   | 22,713  | A  | \$ 16.76  |
|  |                                      |  |                                |   | 65,754  |  |   |
| Common Stock, par value \$0.01 per share | 11/09/2006                           |  | D                              |   | 22,713  | D  | \$ 28.31  |
|  |                                      |  |                                |   | 43,041  |  |   |
| Common Stock, par value \$0.01 per share | 11/09/2006                           |  | M                              |   | 14,301  | A  | \$ 19.0273  |
|  |                                      |  |                                |   | 57,342  |  |   |

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|  |            |   |        |   |           |         |   |
|--|------------|---|--------|---|-----------|---------|---|
| value<br>\$0.01 per<br>share                         |            |   |        |   |           |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2006 | M | 42,100 | A | \$ 16.21  | 99,442  | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2006 | M | 21,310 | A | \$ 13.375 | 120,752 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2006 | S | 200    | D | \$ 28.24  | 120,552 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2006 | S | 15,800 | D | \$ 28.25  | 104,752 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2006 | S | 1,300  | D | \$ 28.26  | 103,452 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2006 | S | 500    | D | \$ 28.27  | 102,952 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2006 | S | 200    | D | \$ 28.29  | 102,752 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2006 | S | 4,700  | D | \$ 28.31  | 98,052  | D |
| Common<br>Stock, par<br>value                        | 11/09/2006 | S | 1,500  | D | \$ 28.32  | 96,552  | D |

|                         |            |   |        |   |          |        |   |
|-------------------------|------------|---|--------|---|----------|--------|---|
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 600    | D | \$ 28.33 | 95,952 | D |
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 200    | D | \$ 28.35 | 95,752 | D |
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 1,800  | D | \$ 28.37 | 93,952 | D |
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 9,800  | D | \$ 28.39 | 84,152 | D |
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 17,800 | D | \$ 28.4  | 66,352 | D |
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 7,110  | D | \$ 28.41 | 59,242 | D |
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 4,100  | D | \$ 28.42 | 55,142 | D |
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 2,001  | D | \$ 28.43 | 53,141 | D |
| \$0.01 per share        |            |   |        |   |          |        |   |
| Common Stock, par value | 11/09/2006 | S | 300    | D | \$ 28.44 | 52,841 | D |
| \$0.01 per              |            |   |        |   |          |        |   |

share

|                               |            |   |       |   |          |        |   |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | S | 3,100 | D | \$ 28.46 | 49,741 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |       |   |          |        |   |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | S | 1,300 | D | \$ 28.47 | 48,441 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | S | 800 | D | \$ 28.48 | 47,641 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | S | 200 | D | \$ 28.49 | 47,441 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |       |   |          |        |   |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | S | 1,500 | D | \$ 28.51 | 45,941 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |       |   |          |        |   |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | S | 1,200 | D | \$ 28.53 | 44,741 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |     |   |          |        |   |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | S | 500 | D | \$ 28.55 | 44,241 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |       |   |          |        |   |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | F | 6,602 | D | \$ 26.85 | 37,639 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per  
share

|                               |            |   |       |   |          |        |   |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common<br>Stock, par<br>value | 11/09/2006 | S | 1,200 | D | \$ 28.45 | 36,439 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per  
share

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

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SEC 1474  
(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 13.375  | 11/09/2006                           |  | M                              | 21,310  | 12/13/2005 <sup>(1)</sup> 12/13/2009                     | Common Stock, par value \$0.01 per share          |
| Non-Qualified Stock Option (right to buy)  | \$ 16.21   | 11/09/2006                           |  | M                              | 42,100  | 12/13/2002 <sup>(1)</sup> 12/13/2008                     | Common Stock, par value \$0.01 per share          |
| Non-Qualified Stock Option (right to buy)  | \$ 18.75   | 11/09/2006                           |  | M                              | 14,301  | 12/10/1999 <sup>(1)</sup> 12/10/2008                     | Common Stock, par value \$0.01 per share          |
| Stock Appreciation Right                   | \$ 16.76   | 11/09/2006                           |  | M                              | 22,713  | 12/11/2004 <sup>(1)</sup> 12/10/2010                     | Common Stock, par value \$0.01 per share          |

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| MCDONOUGH ROBERT J<br>2140 LAKE PARK BOULEVARD |               |           | Executive Vice President |       |

RICHARDSON, TX 75080

## Signatures

By: William F. Stoll, Jr. For: Robert J.  
McDonough

11/13/2006

\_\_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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