LENNOX INTERNATIONAL INC

Form 4

December 12, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Washington, D.C. 20549 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or Form 5

obligations

January 31, Expires: 2005 Estimated average

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

SECURITIES

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Young Douglas L

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Month/Day/Year)

LENNOX INTERNATIONAL INC

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

Director 10% Owner _X__ Officer (give title Other (specify

(Month/Day/Year)

12/08/2006

below) below)

2140 LAKE PARK BLVD.

(Middle)

(Month/Day/Year) Execution Date, if

President & COO of WWH&C Resid 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RICHARDSON, TX 75080

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

Code V Amount

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) (D) Price

Common

per share

Security

(Instr. 3)

Stock, par value \$0.01

12/08/2006

8.413 \$0 Α Α 121,786

(Instr. 3, 4 and 5)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Right	\$ 30.845	12/08/2006		A	17,062	12/08/2007(1)	12/08/2013	Common Stock, par value \$0.01 per	1′

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Young Douglas L

2140 LAKE PARK BLVD. President & COO of WWH&C Resid

RICHARDSON, TX 75080

Signatures

William F. Stoll, Jr. for Douglas L. Young

**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 stock appreciation right becomes exercisable in three equal annual installments, commencing one year from the date of grant.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated 10/16/2006.

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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