

LENNOX INTERNATIONAL INC
Form 4
February 23, 2005

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 *
BOOTH THOMAS W

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)
02/18/2005

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

RICHARDSON, TX 75080-2254

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	02/18/2005		M		14,134 A \$ 8.1875	687,123	D
Common Stock, par value \$0.01 per share	02/18/2005		S		8,000 D \$ 21.7	679,123	D
Common Stock, par	02/18/2005		S		2,800 D \$ 21.72	676,323	D

value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/18/2005	S	3,334	D	\$ 21.73	672,989	D	
Common Stock, par value \$0.01 per share						134,052	I	Booth Charitable Trust
Common Stock, par value \$0.01 per share						37,520	I	Daughter Carolyn
Common Stock, par value \$0.01 per share						38,531	I	Daughter Kathleen
Common Stock, par value \$0.01 per share						40,062	I	Thomas Booth Trust
Common Stock, par value \$0.01 per share						1,986,906	I	Trust FBO Richard Booth
Common Stock, par value \$0.01 per share						70,343	I	Spouse

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)**

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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)
Non-Qualified Stock Option (right to buy)	\$ 8.1875	02/18/2005		M	14,134	12/13/2000 ⁽¹⁾ 12/13/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOOTH THOMAS W 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080-2254	X		VP AHTD	

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for Thomas W. Booth
 02/23/2005
 **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. 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.