

LENNOX INTERNATIONAL INC  
 Form 4  
 February 22, 2007

**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 \*  
**BOXER SCOTT 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)  
**02/20/2007**

\_\_\_\_ 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | 02/20/2007                           |  | M                              | 9,221 A   | \$ 8.1875 360,759   | D  | Indirect Beneficial Ownership     |
| Common Stock, par value \$0.01 per share | 02/20/2007                           |  | S                              | 6,915 D   | \$ 35.79 353,844  | D  | Indirect Beneficial Ownership     |
| Common Stock, par                        | 02/20/2007                           |  | S                              | 900 D   | \$ 35.8 352,944   | D  | Indirect Beneficial Ownership     |

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

02/20/2007 S 1,406 D \$ 35.81 351,538 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/21/2007 M 21,552 A \$ 8.1875 373,090 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/21/2007 S 1,900 D \$ 35.7 371,190 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/21/2007 S 19,652 D \$ 35.81 351,538 D

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options                | \$ 8.1875  | 02/20/2007                           |  | M                              | 9,221   | 12/13/2001 <sup>(1)</sup> 12/13/2007                     | Common Stock, par value \$0.01 per                |

|                                |           |            |   |        |                           |            |   |
|--------------------------------|-----------|------------|---|--------|---------------------------|------------|---|
| Non-Qualified<br>Stock Options | \$ 8.1875 | 02/21/2007 | M | 21,552 | 12/13/2001 <sup>(1)</sup> | 12/13/2007 | share<br>Common<br>Stock, par<br>value<br>\$0.01 per<br>share |
|--------------------------------|-----------|------------|---|--------|---------------------------|------------|---|

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| BOXER SCOTT J<br>2140 LAKE PARK BOULEVARD<br>RICHARDSON, TX 75080 |               |           | Executive Vice President |       |

## Signatures

William F. Stoll, Jr. for Scott J.  
Boxer

02/22/2007

\*\*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 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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