

LENNOX INTERNATIONAL INC
 Form 4
 March 01, 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 *
 SCHJERVEN ROBERT E

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)

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

2140 LAKE PARK BOULEVARD

02/28/2007

Chief Executive Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 02/28/2007 | | M | | 97,995 A \$ 8.1875 | 958,130 | D |
| Common Stock, par value \$0.01 per share | 02/28/2007 | | S | | 43,500 D \$ 34 | 914,630 | D |
| Common Stock, par | 02/28/2007 | | S | | 7,000 D \$ 34.01 | 907,630 | D |

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| | | | | | | | |
|--|------------|---|-------|---|--------------|---------|---|
| value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 02/28/2007 | S | 2,100 | D | \$ 34.02 | 905,530 | D |
| Common Stock, par value \$0.01 per share | 02/28/2007 | S | 5,800 | D | \$ 34.03 | 899,730 | D |
| Common Stock, par value \$0.01 per share | 02/28/2007 | S | 1,300 | D | \$ 34.04 | 898,430 | D |
| Common Stock, par value \$0.01 per share | 02/28/2007 | S | 5,295 | D | \$ 34.05 | 893,135 | D |
| Common Stock, par value \$0.01 per share | 02/28/2007 | S | 500 | D | \$ 34.06 | 892,635 | D |
| Common Stock, par value \$0.01 per share | 02/28/2007 | S | 3,100 | D | \$ 34.07 | 889,535 | D |
| Common Stock, par value \$0.01 per share | 02/28/2007 | S | 1,800 | D | \$ 34.075 | 887,735 | D |
| Common Stock, par value \$0.01 per share | 02/28/2007 | S | 900 | D | \$ 34.08 | 886,835 | D |
| Common Stock, par value | 02/28/2007 | S | 1,300 | D | \$ 34.09 | 885,535 | D |

| | | | | | | | |
|-------------------------|------------|---|-------|---|----------|---------|---|
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 1,700 | D | \$ 34.1 | 883,835 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 900 | D | \$ 34.11 | 882,935 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 600 | D | \$ 34.12 | 882,335 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 700 | D | \$ 34.13 | 881,635 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 2,300 | D | \$ 34.14 | 879,335 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 1,200 | D | \$ 34.15 | 878,135 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 800 | D | \$ 34.16 | 877,335 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 100 | D | \$ 34.17 | 877,235 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 02/28/2007 | S | 1,200 | D | \$ 34.18 | 876,035 | D |
| \$0.01 per | | | | | | | |

share

| | | | | | | | |
|-------------------------------|------------|---|-----|---|----------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 800 | D | \$ 34.19 | 875,235 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-------|---|---------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 3,200 | D | \$ 34.2 | 872,035 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 1,900 | D | \$ 34.21 | 870,135 | D |
| \$0.01 per share | | | | | | | |

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|-------------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 1,100 | D | \$ 34.22 | 869,035 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 1,400 | D | \$ 34.23 | 867,635 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 1,100 | D | \$ 34.24 | 866,535 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 1,400 | D | \$ 34.25 | 865,135 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-----|---|----------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 700 | D | \$ 34.26 | 864,435 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-----|---|----------|---------|---|
| Common Stock, par value | 02/28/2007 | S | 900 | D | \$ 34.27 | 863,535 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option | \$ 8.1875 | 02/28/2007 | | M | 97,995 | 12/13/2001 ⁽¹⁾ 12/13/2007 | Common Stock, par value \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHJERVEN ROBERT E 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080 | | | Chief Executive Officer | |

Signatures

William F. Stoll, Jr. for Robert E. Schjerven 03/01/2007

**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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