

LENNOX INTERNATIONAL INC

Form 4

December 12, 2016

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEDAPUDI PRAKASH**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**LENNOX INTERNATIONAL INC**  
**[LIH]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**2140 LAKE PARK BLVD**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/09/2016**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**EVP, Chief Technology Officer**

**RICHARDSON, TX 75080**

(City) (State) (Zip)

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

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

| 1. Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|--|--|--|---|
|   |   |   | Code                                 | V  | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Common<br>Stock, Par<br>Value \$0.01<br>Per Share | 12/09/2016                              |   | A                                    |  | 2,016  | A \$ 0   | 14,789 D  |

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  
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SEC 1474  
(9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Non-qualified Stock Appreciation Right     | \$ 157.36  | 12/09/2016                           |  | A                              | 8,677  | 12/09/2017 <sup>(1)</sup> 12/09/2023                     | Common Stock, Par Value \$0.01 Per Share                    |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| BEDAPUDI PRAKASH<br>2140 LAKE PARK BLVD<br>RICHARDSON, TX 75080 | EVP, Chief Technology Officer    |

## Signatures

/s/ James K. Markey, attorney-in-fact for Prakash Bedapudi  
 12/09/2016  
 \*\*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) One third of the Stock Appreciation Rights will become exercisable on 12/9/17 and each year thereafter. The entire grant will become fully exercisable on 12/9/19.

### Remarks:

Attorney-in-fact pursuant to Power of Attorney dated December 7, 2012..

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.