

LENNOX INTERNATIONAL INC
 Form 4
 May 29, 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 *
 STINSON TERRY DEAN

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 BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/24/2007

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

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 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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/24/2007		M		15,131	A	\$ 7.875
Common Stock, par value \$0.01 per share	05/24/2007		S		200	D	\$ 34.78
Common Stock, par value \$0.01 per share	05/24/2007		S		300	D	\$ 34.79

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Common Stock, par value \$0.01 per share	05/24/2007	S	500	D	\$ 34.8	42,602	D
Common Stock, par value \$0.01 per share	05/24/2007	S	700	D	\$ 34.82	41,902	D
Common Stock, par value \$0.01 per share	05/24/2007	S	200	D	\$ 34.85	41,702	D
Common Stock, par value \$0.01 per share	05/24/2007	S	100	D	\$ 34.87	41,602	D
Common Stock, par value \$0.01 per share	05/24/2007	S	400	D	\$ 34.88	41,202	D
Common Stock, par value \$0.01 per share	05/24/2007	S	200	D	\$ 34.89	41,002	D
Common Stock, par value \$0.01 per share	05/24/2007	S	800	D	\$ 34.9	40,202	D
Common Stock, par value \$0.01 per share	05/24/2007	S	100	D	\$ 34.93	40,102	D
Common Stock, par value \$0.01 per share	05/24/2007	S	1,500	D	\$ 34.95	38,602	D
Common Stock, par value \$0.01 per share	05/24/2007	S	200	D	\$ 34.99	38,402	D
Common Stock, par value \$0.01 per share	05/24/2007	S	5,431	D	\$ 35	32,971	D
	05/24/2007	S	400	D		32,571	D

Common Stock, par value \$0.01 per share					\$			
					35.01			
Common Stock, par value \$0.01 per share	05/24/2007		S	100	D	\$	32,471	D
						35.02		
Common Stock, par value \$0.01 per share	05/24/2007		S	4,000	D	\$	28,471	D
						35.1		

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 Se (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 7.875	05/24/2007		M	15,131	12/15/2001 ⁽¹⁾ 12/15/2007	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STINSON TERRY DEAN 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X			

Signatures

William F. Stoll, Jr. for Terry D.
Stinson

05/29/2007

__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 annual 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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