

LENNOX INTERNATIONAL INC
Form 4
September 13, 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 *
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)

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

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

2140 LAKE PARK BOULEVARD

08/08/2007

VP Op - SEI

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

RICHARDSON, TX 75080-2254

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 09/11/2007 | | P | | 22,732 | A | \$ 0 ⁽¹⁾ | 674,122 | D | |
| Common Stock, par value \$0.01 per share | 08/08/2007 | | G | | 760 | D | \$ 33.415 | 128,312 | I | Booth Charitable Trust |
| Common Stock, par value \$0.01 per share | | | | | | | | 37,520 | I | Carolyn L. Booth |

| | | | | | | | | | |
|--|------------|--|---|--------|---|---------------------|-----------|---|---|
| value \$0.01 per share | | | | | | | | | Trust |
| Common Stock, par value \$0.01 per share | | | | | | 38,531 | I | | Kathleen M. Booth Trust |
| Common Stock, par value \$0.01 per share | | | | | | 40,062 | I | | Thomas Booth Trust |
| Common Stock, par value \$0.01 per share | 09/11/2007 | | P | 13,457 | A | \$ 0 ⁽²⁾ | 1,886,093 | I | Trust FBO R. Booth ⁽³⁾ |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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 Op - SEI

Signatures

By: William F. Stoll, Jr. For Thomas W.
Booth

09/13/2007

__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 reporting person acquired the common stock in exchange for their percentage of ownership of A.O.C. Corporation's transfer of LII common stock to LII having an estimated market value of \$927,000.
- (2) The reporting person acquired the common stock in exchange for their percentage of ownership of A.O.C. Corporation's transfer of LII common stock to LII having an estimated market value of \$545,200.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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