

LENNOX INTERNATIONAL INC  
 Form 4  
 May 20, 2008

**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 \*  
 Moon David 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)  
 2140 LAKE PARK BLVD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/16/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, President & COO of WWR

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	05/16/2008		M		6,900	A \$ 16.21	66,656 D
Common Stock, par value \$0.01 per share	05/16/2008		M		3,300	A \$ 19.0273	69,956 D
Common Stock, par	05/16/2008		S		200	D \$ 34.78	69,756 D

value \$0.01 per share							
Common Stock, par value \$0.01 per share	05/16/2008	S	600	D	\$ 34.79	69,156	D
Common Stock, par value \$0.01 per share	05/16/2008	S	1,000	D	\$ 34.8	68,156	D
Common Stock, par value \$0.01 per share	05/16/2008	S	400	D	\$ 34.81	67,756	D
Common Stock, par value \$0.01 per share	05/16/2008	S	200	D	\$ 34.82	67,556	D
Common Stock, par value \$0.01 per share	05/16/2008	S	200	D	\$ 34.83	67,356	D
Common Stock, par value \$0.01 per share	05/16/2008	S	100	D	\$ 34.85	67,256	D
Common Stock, par value \$0.01 per share	05/16/2008	S	100	D	\$ 34.86	67,156	D
Common Stock, par value \$0.01 per share	05/16/2008	S	200	D	\$ 34.87	66,956	D
Common Stock, par value	05/16/2008	S	100	D	\$ 34.88	66,856	D

\$0.01 per share							
Common Stock, par value	05/16/2008	S	200	D	\$ 34.89	66,656	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	600	D	\$ 34.9	66,056	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	300	D	\$ 34.91	65,756	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.92	65,356	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	800	D	\$ 34.93	64,556	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	500	D	\$ 34.94	64,056	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.95	63,656	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	400	D	\$ 34.96	63,256	D
\$0.01 per share							
Common Stock, par value	05/16/2008	S	300	D	\$ 34.97	62,956	D
\$0.01 per							

share

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

300

D

\$ 34.98

62,656

D

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

100

D

\$ 34.99

62,556

D

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

200

D

\$ 35

62,356

D

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

100

D

\$ 35.01

62,256

D

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

100

D

\$ 35.03

62,156

D

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

300

D

\$ 35.04

61,856

D

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

200

D

\$ 35.05

61,656

D

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

300

D

\$ 35.06

61,356

D

Common  
Stock, par  
value  
\$0.01 per  
share

05/16/2008

S

400

D

\$ 35.07

60,956

D

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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 Amount of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Common Stock, par value \$0.01 per share	\$ 16.21	05/16/2008		M	6,900	12/13/2002 <sup>(1)</sup> 12/13/2008	Common Stock, par value \$0.01 per share	6,900	
Common Stock, par value \$0.01 per share	\$ 19.0273	05/16/2008		M	3,300	12/10/1999 <sup>(2)</sup> 12/10/2008	Common Stock, par value \$0.01 per share	3,300	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moon David W 2140 LAKE PARK BLVD RICHARDSON, TX 75080			EVP, President & COO of WWR	

## Signatures

William F. Stoll, Jr. for David W. Moon  
05/20/2008

\*\*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) This option becomes exercisable in three equal annual installments beginning on 12/13/02.
- (2) This option becomes exercisable in three equal annual installments one year after the date of grant.

### Remarks:

Attorney-in-fact pursuant to Power of Attorney dated 8/16/2006.

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.