

LENNOX INTERNATIONAL INC  
 Form 4  
 February 10, 2014

**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 \*  
 Torres John D

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)  
 02/07/2014

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

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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock, Par Value \$0.01 Per Share	02/07/2014		M		1,331	A \$ 0	38,597	D
Common Stock, Par Value \$0.01 Per Share	02/07/2014		M		2,816	A \$ 0	41,413	D
Common Stock, Par Value \$0.01 Per Share	02/07/2014		M		1,376	A \$ 0	42,789	D

Value  
\$0.01 Per  
Share

Common  
Stock, Par  
Value 02/07/2014  
\$0.01 Per  
Share

S<sup>(1)</sup> 5,523 D \$ 86.497 37,266 D

Common  
Stock, Par  
Value 02/07/2014  
\$0.01 Per  
Share

S<sup>(2)</sup> 10,400 D \$ 86.866 26,866 D

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 Security (Instr. 3 and 4)
Non-qualified Stock Appreciation Right	\$ 46.78	02/07/2014		M	4,084	12/09/2011 <sup>(3)</sup> 12/09/2017	Common Stock, Par Value \$0.01 Per Share 4
Non-qualified Stock Appreciation Right	\$ 34.06	02/07/2014		M	6,367	12/08/2012 <sup>(4)</sup> 12/08/2018	Common Stock, Par Value \$0.01 Per Share 6
Non-qualified Stock Appreciation	\$ 51.11	02/07/2014		M	4,581	12/06/2013 <sup>(5)</sup> 12/06/2019	Common Stock, Par Value 4

Right

\$0.01 Per  
Share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torres John D 2140 LAKE PARK BLVD RICHARDSON, TX 75080			EVP, Chief Legal Officer	

## Signatures

/s/ James K. Markey, attorney-in-fact for John D.  
Torres

02/10/2014

\_\_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) Reflects a weighted average sale price of \$86.497 at prices ranging from \$86.17 to \$86.88 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
  - (2) Reflects a weighted average sale price of \$86.866 at prices ranging from \$86.48 to \$87.17. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
  - (3) One third of the Stock Appreciation Rights became exercisable on 12/9/2011 and each year thereafter. The entire grant became fully exercisable on 12/9/2013.
  - (4) One third of the Stock Appreciation Rights became exercisable on 12/8/2012 and each year thereafter. The entire grant will become fully exercisable on 12/8/2014.
  - (5) One third of the Stock Appreciation Rights became exercisable on 12/6/2013 and each year thereafter. The entire grant will become fully exercisable on 12/6/2015.

### 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.

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