

Torres John D
 Form 4
 February 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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)
 02/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Chief Legal 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 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, Par Value \$0.01 Per Share | 02/09/2018 | | S | 4,406 D | \$ 196.013 6,254 | D | |
| Common Stock, Par Value \$0.01 Per Share | 02/09/2018 | | M | 3,262 A | \$ 92.64 9,516 | D | |
| Common Stock, Par Value | 02/09/2018 | | M | 2,653 A | \$ 131.94 12,169 | D | |

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Value
\$0.01 Per
Share

Common
Stock, Par

Value 02/09/2018 M 2,892 A \$ 156.94 15,061 D
\$0.01 Per
Share

Common
Stock, Par

Value 02/09/2018 F 1,964 D \$ 197.66 13,097 D
\$0.01 Per
Share

Common
Stock, Par

Value 02/09/2018 F 1,988 D \$ 197.405 11,109 D
\$0.01 Per
Share

Common
Stock, Par

Value 02/09/2018 F 2,444 D \$ 197.405 8,665 D
\$0.01 Per
Share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Appreciation | \$ 92.64 | 02/09/2018 | | M | 3,262 | 12/12/2015 ⁽²⁾ 12/12/2021 | Common Stock, Par Value |

| | | | | | | | | |
|--|-----------|------------|---|-------|---------------------------|------------|--|------------------|
| Right | | | | | | | | \$0.01 Per Share |
| Non-qualified Stock Appreciation Right | \$ 131.94 | 02/09/2018 | M | 2,653 | 12/11/2016 ⁽³⁾ | 12/11/2022 | Common Stock, Par Value \$0.01 Per Share | 2 |
| Non-qualified Stock Appreciation Right | \$ 156.94 | 02/09/2018 | M | 2,892 | 12/09/2017 ⁽⁴⁾ | 12/09/2023 | Common Stock, Par Value \$0.01 Per Share | 2 |

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/ Sarah Braley, attorney-in-fact for John D. Torres
 02/13/2018
 **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).
 Reflects a weighted average sale price of \$196.013 at prices ranging from \$195.52 to \$196.35 per share. The Reporting Person will
- (1) 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) One third of the Stock Appreciation Right became exercisable on 12/12/2015 and each year thereafter. The entire grant became fully exercisable on 12/12/2017.
- (3) One third of the Stock Appreciation Rights became exercisable on 12/11/2016 and each year thereafter. The entire grant will become fully exercisable on 12/8/2018.
- (4) One third of the Stock Appreciation Rights became exercisable on 12/09/2017 and each year thereafter. The entire grant will become fully exercisable on 12/09/2019.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 6, 2017.

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.