

LENNOX INTERNATIONAL INC
 Form 4
 February 23, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
2140 LAKE PARK BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2005

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

RICHARDSON, TX 75080-2254
 (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: Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 02/18/2005 | | M | | 14,134 | A | \$ 8.1875 |
| Common Stock, par value \$0.01 per share | 02/18/2005 | | S | | 8,000 | D | \$ 21.7 |
| Common Stock, par | 02/18/2005 | | S | | 2,800 | D | \$ 21.72 |

| | | | | | | | | |
|--|------------|---|-------|---|----------|-----------|---|-------------------------------|
| value \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 02/18/2005 | S | 3,334 | D | \$ 21.73 | 672,989 | D | |
| Common Stock, par value \$0.01 per share | | | | | | 134,052 | I | Booth Charitable Trust |
| Common Stock, par value \$0.01 per share | | | | | | 37,520 | I | Daughter Carolyn |
| Common Stock, par value \$0.01 per share | | | | | | 38,531 | I | Daughter Kathleen |
| Common Stock, par value \$0.01 per share | | | | | | 40,062 | I | Thomas Booth Trust |
| Common Stock, par value \$0.01 per share | | | | | | 1,986,906 | I | Trust FBO Richard Booth |
| Common Stock, par value \$0.01 per share | | | | | | 70,343 | I | Spouse |

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)**

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 8.1875 | 02/18/2005 | | M | 14,134 | 12/13/2000 ⁽¹⁾ 12/13/2007 | Common Stock |

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 AHTD | |

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for Thomas W. Booth
 02/23/2005
 **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 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. 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.