

ASHENHURST HARRY J
Form 4
November 02, 2005

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 *
ASHENHURST HARRY J

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)
10/31/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Administrative 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 (A) or (D) Price		
Common Stock, par value \$0.01 per share	10/31/2005		M		33,000 A \$ 13.314	310,835	D
Common Stock, par value \$0.01 per share	10/31/2005		S		2,300 D \$ 27.7	308,535	D
Common Stock, par	10/31/2005		S		100 D \$ 27.72	308,435	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	10/31/2005	S	2,000	D	\$ 27.74	306,435	D
Common Stock, par value \$0.01 per share	10/31/2005	S	1,600	D	\$ 27.76	304,835	D
Common Stock, par value \$0.01 per share	10/31/2005	S	300	D	\$ 27.71	304,535	D
Common Stock, par value \$0.01 per share	10/31/2005	S	400	D	\$ 27.73	304,135	D
Common Stock, par value \$0.01 per share	10/31/2005	S	26,000	D	\$ 27.75	278,135	D
Common Stock, par value \$0.01 per share	10/31/2005	S	300	D	\$ 27.77	277,835	D
Common Stock, par value \$0.01 per share	10/31/2005	S	400	D	\$ 27.74	277,435	D
Common Stock, par value \$0.01 per share	10/31/2005	S	900	D	\$ 27.76	276,535	D
Common Stock, par value	10/31/2005	S	12,200	D	\$ 27.8	264,335	D

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\$0.01 per share							
Common Stock, par value	10/31/2005	S	433	D	\$ 27.77	263,902	D
\$0.01 per share							
Common Stock, par value	10/31/2005	S	400	D	\$ 27.79	263,502	D
\$0.01 per share							
Common Stock, par value	10/31/2005	S	800	D	\$ 27.78	262,702	D
\$0.01 per share							
Common Stock, par value	10/31/2005	S	100	D	\$ 27.75	262,602	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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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.314	10/31/2005		M	33,000	12/13/1996 ⁽¹⁾	12/13/2006	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHENHURST HARRY J 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			Chief Administrative Officer	

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for Harry J.
Ashenhurst

11/02/2005

__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.