

LENNOX INTERNATIONAL INC
Form 4
August 26, 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)
08/24/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01 per share	08/24/2005		S	5,400 D \$ 23.25	1,981,506	I	Trust FBO Richard Booth ⁽¹⁾
Common Stock, par value \$0.01 per share	08/25/2005		S	430 D \$ 24.4	1,981,076	I	Trust FBO Richard Booth ⁽¹⁾
Common Stock, par	08/25/2005		S	3,917 D \$ 24.31	1,977,159	I	Trust FBO Richard

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value									Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	11,364	D	\$ 24.3	1,965,795	I		Trust FBO Richard Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	260	D	\$ 24.29	1,965,535	I		Trust FBO Richard Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	1,937	D	\$ 24.28	1,963,598	I		Trust FBO Richard Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	6,069	D	\$ 24.26	1,957,529	I		Trust FBO Richard Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	3,616	D	\$ 24.25	1,953,913	I		Trust FBO Richard Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	4,347	D	\$ 24.24	1,949,566	I		Trust FBO Richard Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	8,609	D	\$ 24.23	1,940,957	I		Trust FBO Richard Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	2,152	D	\$ 24.22	1,938,805	I		Trust FBO Richard Booth ⁽¹⁾
\$0.01 per share									
Common Stock, par value	08/25/2005	S	2,152	D	\$ 24.2	1,936,653	I		Trust FBO Richard Booth ⁽¹⁾

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\$0.01 per share								
Common Stock, par value \$0.01 per share	08/25/2005	S	456	D	\$ 24.18	1,936,197	I	Trust FBO Richard Booth ⁽¹⁾
Common Stock, par value \$0.01 per share	08/25/2005	S	4,261	D	\$ 24.17	1,931,936	I	Trust FBO Richard Booth ⁽¹⁾
Common Stock, par value \$0.01 per share	08/25/2005	S	430	D	\$ 24.15	1,931,506	I	Trust FBO Richard Booth ⁽¹⁾
Common Stock, par value \$0.01 per share						671,185	D	
Common Stock, par value \$0.01 per share						132,848	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						70,343	I	Spouse

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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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 08/26/2005

**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 reporting person has only a remainder interest in the trust, and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.

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