

LENNOX INTERNATIONAL INC
 Form 4
 November 13, 2006

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 *
 MCDONOUGH ROBERT 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)
 11/09/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 11/09/2006 | | M | | 22,713 | A | \$ 16.76 |
| | | | | | 65,754 | | |
| Common Stock, par value \$0.01 per share | 11/09/2006 | | D | | 22,713 | D | \$ 28.31 |
| | | | | | 43,041 | | |
| Common Stock, par value \$0.01 per share | 11/09/2006 | | M | | 14,301 | A | \$ 19.0273 |
| | | | | | 57,342 | | |

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| | | | | | | | |
|--|------------|---|--------|---|-----------|---------|---|
| value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 11/09/2006 | M | 42,100 | A | \$ 16.21 | 99,442 | D |
| Common Stock, par value \$0.01 per share | 11/09/2006 | M | 21,310 | A | \$ 13.375 | 120,752 | D |
| Common Stock, par value \$0.01 per share | 11/09/2006 | S | 200 | D | \$ 28.24 | 120,552 | D |
| Common Stock, par value \$0.01 per share | 11/09/2006 | S | 15,800 | D | \$ 28.25 | 104,752 | D |
| Common Stock, par value \$0.01 per share | 11/09/2006 | S | 1,300 | D | \$ 28.26 | 103,452 | D |
| Common Stock, par value \$0.01 per share | 11/09/2006 | S | 500 | D | \$ 28.27 | 102,952 | D |
| Common Stock, par value \$0.01 per share | 11/09/2006 | S | 200 | D | \$ 28.29 | 102,752 | D |
| Common Stock, par value \$0.01 per share | 11/09/2006 | S | 4,700 | D | \$ 28.31 | 98,052 | D |
| Common Stock, par value | 11/09/2006 | S | 1,500 | D | \$ 28.32 | 96,552 | D |

| | | | | | | | |
|-------------------------|------------|---|--------|---|----------|--------|---|
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 600 | D | \$ 28.33 | 95,952 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 200 | D | \$ 28.35 | 95,752 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 1,800 | D | \$ 28.37 | 93,952 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 9,800 | D | \$ 28.39 | 84,152 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 17,800 | D | \$ 28.4 | 66,352 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 7,110 | D | \$ 28.41 | 59,242 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 4,100 | D | \$ 28.42 | 55,142 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 2,001 | D | \$ 28.43 | 53,141 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/09/2006 | S | 300 | D | \$ 28.44 | 52,841 | D |
| \$0.01 per | | | | | | | |

share

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | S | 3,100 | D | \$ 28.46 | 49,741 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | S | 1,300 | D | \$ 28.47 | 48,441 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | S | 800 | D | \$ 28.48 | 47,641 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | S | 200 | D | \$ 28.49 | 47,441 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | S | 1,500 | D | \$ 28.51 | 45,941 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | S | 1,200 | D | \$ 28.53 | 44,741 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|-----|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | S | 500 | D | \$ 28.55 | 44,241 | D |
|-------------------------------|------------|---|-----|---|----------|--------|---|

\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | F | 6,602 | D | \$ 26.85 | 37,639 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock, par value | 11/09/2006 | S | 1,200 | D | \$ 28.45 | 36,439 | D |
|-------------------------------|------------|---|-------|---|----------|--------|---|

\$0.01 per
share

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 13.375 | 11/09/2006 | | M | 21,310 | 12/13/2005 ⁽¹⁾ 12/13/2009 | Common Stock, par value \$0.01 per share |
| Non-Qualified Stock Option (right to buy) | \$ 16.21 | 11/09/2006 | | M | 42,100 | 12/13/2002 ⁽¹⁾ 12/13/2008 | Common Stock, par value \$0.01 per share |
| Non-Qualified Stock Option (right to buy) | \$ 18.75 | 11/09/2006 | | M | 14,301 | 12/10/1999 ⁽¹⁾ 12/10/2008 | Common Stock, par value \$0.01 per share |
| Stock Appreciation Right | \$ 16.76 | 11/09/2006 | | M | 22,713 | 12/11/2004 ⁽¹⁾ 12/10/2010 | Common Stock, par value \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDONOUGH ROBERT J 2140 LAKE PARK BOULEVARD | | | Executive Vice President | |

RICHARDSON, TX 75080

Signatures

By: William F. Stoll, Jr. For: Robert J.
McDonough

11/13/2006

__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 the 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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