

LENNOX INTERNATIONAL INC
 Form 4
 November 17, 2004

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 *
BROWN DAVID V

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)
 11/16/2004

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/16/2004		M		67,320	A	\$ 7.527
Common Stock, par value \$0.01 per share	11/16/2004		S		56,820	D	\$ 17.5
Common Stock, par value \$0.01 per share	11/16/2004		S		3,900	D	\$ 17.51

value \$0.01 per share								
Common Stock, par value \$0.01 per share	11/16/2004	S	1,300	D	\$ 17.52	1,320,759	D	
Common Stock, par value \$0.01 per share	11/16/2004	S	2,200	D	\$ 17.53	1,318,559	D	
Common Stock, par value \$0.01 per share	11/16/2004	S	3,100	D	\$ 17.54	1,315,459	D	
Common Stock, par value \$0.01 per share						96,558	I	Daughter Elizabeth
Common Stock, par value \$0.01 per share						96,558	I	Daughter Emily
Common Stock, par value \$0.01 per share						122,001	I	Son Evan
Common Stock, par value \$0.01 per share						112,629	I	Wife

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)**

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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)	\$ 7.527	11/16/2004		M	67,320	12/09/1994 ⁽¹⁾ 12/09/2004	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN DAVID V 2140 LAKE PARK BLVD. RICHARDSON, TX 75080		X		

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for David V. Brown 11/17/2004

__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 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.