

LENNOX INTERNATIONAL INC
Form 4
August 01, 2014

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 *
NORRIS JOHN W III

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)
07/31/2014

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock, Par Value \$0.01 Per Share	07/31/2014		S	1,500	D	\$ 85.875	268,027	D	
Common Stock, Par Value \$0.01 Per Share						(1)			
Common Stock, Par Value \$0.01 Per Share							16,147	I	B.W. Norris Revocable Trust
Common Stock, Par Value \$0.01 Per Share							15,823	I	Spouse (2)

Value \$0.01 Per Share								
Common Stock, Par Value \$0.01 Per Share				12,225	I		B.w. Norris Trust	
Common Stock, Par Value \$0.01 Per Share				11,301	I		L. C. Norris Trust	
Common Stock, Par Value \$0.01 Per Share				2,545,105	I		Norris Family Ltd. P ⁽²⁾	
Common Stock, Par Value \$0.01 Per Share				12,225	I		W.h. Norris Trust	
Common Stock, Par Value \$0.01 Per Share				1,000	I		Daughter	
Common Stock, Par Value \$0.01 Per Share				9,547	I		Son	

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.

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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	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	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. Nu Deriv Secur Benef Own
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Security	Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		V	(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRIS JOHN W III 2140 LAKE PARK BLVD. RICHARDSON, TX 75080		X		

Signatures

/s/ James K. Markey, attorney-in-fact for Mr. John W. Norris III 08/01/2014

__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).
Reflects a weighted average sale price of \$85.875 at prices ranging from \$85.84 to \$85.90 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

Attorney-in-fact pursuant to the power of attorney dated December 7, 2012.

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.