

Item 2.02 Results of Operations and Financial Condition.

On July 23, 2008, Lennox International Inc. (the "Company") issued a press release announcing its financial results for the quarter ended June 30, 2008. A copy of such press release is furnished as Exhibit 99.1 to this report.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the press release attached hereto as Exhibit 99.1 is deemed to be furnished and shall not be deemed to be "filed" under the Securities Exchange Act of 1934.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

Effective July 18, 2008, the Company's Board of Directors amended Article III, Section 2 of the Company's Amended and Restated Bylaws (the "Bylaws") to remove the maximum age at which directors are required to retire from the Company's Board of Directors. In connection with the above change in the Bylaws, the Company's Board of Directors amended the Company's Corporate Governance Guidelines to extend the age at which directors are required to retire from the Company's Board of Directors from age seventy-three (73) to age seventy-five (75).

The full text of the Bylaws, as amended, is filed as Exhibit 3.1 hereto and amended Article III, Section 2 thereof is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

**EXHIBIT
NUMBER**

DESCRIPTION

3.1	Amended and Restated Bylaws of Lennox International Inc., as amended effective July 18, 2008.
99.1	Press release dated July 23, 2008.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LENNOX INTERNATIONAL INC.

Date: July 23, 2008

By: /s/ Kenneth C. Fernandez

Name: Kenneth C. Fernandez

Title: Associate General Counsel

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