SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer s	subject to
Section 16. Form 4 or Form	5
obligations may continue. Se	ee
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Address of Reporting Person* BEDAPUDI PRAKASH		*	2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC</u> [LII]		ionship of Reporting Person all applicable) Director	10% Owner	
(Last) 2140 LAKE PAR	(First) K BLVD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2019	X	Officer (give title below) EVP, Chief Technolog	Other (specify below) y Officer	
(Street) RICHARDSON (City)	TX (State)	75080 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group Filing (C Form filed by One Reporti Form filed by More than O Person	ng 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, Par Value \$0.01 Per Share	02/25/2019		S		542	D	\$250.01	11,724	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		S		1,060	D	\$250.02	10,664	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		S		184	D	\$250.0464	10,480	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		М		2,051	A	\$0	12,531	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		М		3,754	A	\$0	16,285	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		F		507	D	\$0	15,778	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		F		1,184	D	\$0	14,594	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- qualified Stock Appreciation Right	\$92.64	02/25/2019		М			3,262	12/12/2015 ⁽¹⁾	12/12/2021	Common Stock, Par Value \$0.01 Per Share	3,262	\$0	0	D	
Non- qualified Stock Appreciation Right	\$131.94	02/25/2019		М			7,959	12/11/2016 ⁽²⁾	12/11/2022	Common Stock, Par Value \$0.01 Per Share	7,959	\$0	0	D	

Explanation of Responses:

1. One third of the Stock Appreciation Rights became exercisable on 12/12/15 and each year thereafter. The entire grant became fully exercisable on 12/12/2017.

2. One third of the Stock Appreciation Rights became exercisable on 12/11/2016 and each year thereafter. The entire grant became fully exercisable on 12/11/2018.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 6, 2017.

<u>/s/ Sarah Braley, attorney-in-</u> fact for Prakash Bedapudi

02/26/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.