FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL									
	OMB Number:	3235-0287								
l	Estimated average burde	en								
l	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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Class	1. Name and Address of Reporting Person $^*$ $\underline{BROWN\ DAVID\ V}$				2. Issuer Name <b>and</b> Ticker or Trading Symbol LENNOX INTERNATIONAL INC [ LII ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owne						
City																		pecify	
City		RDSON T	X	75080		4.1	If Ame	endme	nt, Date	of Original	Filed	(Month/Day	y/Year)	Line	X Form filed by One Reporting Person Form filed by More than One Reporting				1
2. Transaction (Month/Day/Year)   2. Demend Forestrium Pate, (Month/Day/Year)   2. Demend Forestrium Pate, (Month/Day/Year)   3. Securities Acquired (A) or of plapsed Of (D) (Instr. 3, 4 and 5)   3. Securities Acquired (A) or of plapsed Of (D) (Instr. 3, 4 and 5)   3. Securities Acquired (A) or of plapsed Of (D) (Instr. 3, 4 and 5)   3. Securities Acquired (A) or of plapsed Of (D) (Instr. 3, 4 and 4)   4. Securities Acquired (A) or of plapsed Of (D) (Instr. 3, 4 and 4)   4. Securities Acquired (A) or of plapsed Of (D) (Instr. 3, 4 and 4)   4. Securities Acquired (A) or of plapsed Of (D) (Instr. 3, 4 and 4)   4. Securities Acquired (A) or of plapsed Of (D) (Instr. 3, 4 and 4)   4. Securities Acquired (A) or of planes and the feature of	(City)	(S	tate)	(Zip)											reison				
Date   Month/Day/Year)   Execution Date, france   Tany (Month/Day/Year)   Execution Date   Tany (Month/Day/Year)   Execution   Tany (Month/Day/Year)   Tany (Month/Day/Year)   Execution   Tany (Month/Day/Year)   Tany (Month/Day/Year)   Execution   Tany (Month/Day/Year)   Ta			Та	ble I - No	n-Deri	ivativ	e Se	ecuri	ties Ac	quired,	Dis	posed o	f, or Ber	neficial	ly Owned				
Code   V	Date					Day/Year)		Execution Date, if any		Transaction Code (Instr.		4. Securities Acquired (ADisposed Of (D) (Instr. 3		5) Securitie Benefici Owned F	urities eficially ned Following	Form: Direct (D) or Indirect	Direct Indirect Itstr. 4)	7. Nature of Indirect Beneficial Ownership	
Common Stock, par value \$0.01 per share   11/16/2004   S   3,900   D   \$17.51   1,322,059   D										Code	v	Amount		Price	Transact	Int of estimated by More than 1 (a) (b) (c) (c) (c) (c) (d) (d) (d) (d) (d) (d) (e) (d) (e) (e) (e) (e) (e) (e) (e) (e) (e) (e			(Instr. 4)
Common Stock, par value \$0.01 per share   11/16/2004   S   1,300   D   \$17.51   1,322,059   D	Common	Stock, par	value \$0.01 per	share	11/1	6/200	)4			М		67,320	) A	\$7.52	27 1,38	2,779		D	
Common Stock, par value \$0.01 per share	Common	Stock, par	value \$0.01 per	share	11/1	6/200	)4			S		56,820	) D	\$17.	5 1,32	5,959		D	
Common Stock, par value \$0.01 per share	Common	Stock, par	value \$0.01 per	share	11/1	6/200	)4			S		3,900	D	\$17.5	51 1,32	22,059 D		D	
Common Stock, par value \$0.01 per share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Securities Conversion or Exercise (Month/Day/Year) (Month/Day/Year)  2. Transaction or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction or Exercise (Month/Day/Year)	Common	Stock, par	value \$0.01 per	share	11/1	6/200	)4			S		1,300	D	\$17.5	52 1,32	0,759		D	
Common Stock, par value \$0.01 per share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table (a.g., puts, calls, warrants, options, convertible securities)  1. Title of Securities (Instr. 3) Price of Derivative Securities (Month/Day/Year)  Security (Instr. 3) Price of Derivative Securities (Month/Day/Year)  Security (Instr. 3) Ab Deemed Execution Date (Month/Day/Year)  Code (v (A) (D) Date Exercisable Expiration Date (Instr. 4) Amount or Number of Derivative Securities	Common	Stock, par	value \$0.01 per	share	11/1	6/200	)4			S		2,200	D	\$17.5	3 1,31	8,559		D	
Common Stock, par value \$0.01 per share  Common Stock, par value \$0.01 per share  Common Stock, par value \$0.01 per share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (Month/Day/Year)  Security  3. Transaction Date (Month/Day/Year)  (Instr. 3)  Amount of Securities Securities Securities Securities Securities Acquired (Month/Day/Year)  Amount of Securities Securities Securities Securities (Month/Day/Year)  Amount of Securities Securities Securities Securities Securities Securities Acquired (Month/Day/Year)  Amount of Securities Securiti	Common	Stock, par	value \$0.01 per	share	11/1	6/200	)4			S		3,100	D	\$17.5	54 1,31	1,315,459			
Common Stock, par value \$0.01 per share  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) Price of Derivative Security (Instr. 3) Price of Disposed of (D) (Instr. 3) A. Deemed Execution Date, If any (Month/Day/Year) (Instr. 3) A. Deemed Execution Date (A) or Disposed of (D) (Instr. 3) (Instr. 4) (Instr.	Common	Stock, par	value \$0.01 per	share											96	96,558			Daughter Elizabeth
Common Stock, par value \$0.01 per share  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)  Price of Derivative Security (Instr. 3)  Or Exercise Price of Derivative Security Security (Instr. 3)  Or Derivative Security (Instr. 4)  Or Disposed of (D) (Instr. 4)  Or Disposed of (D) (Instr. 4)  Or Date Expiration Date (Instr. 4)  Or Date	Common	Stock, par	value \$0.01 per	share											96	96,558			Daughter Emily
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security Price of Derivative Security Securit	Common	Stock, par	value \$0.01 per	share											1 122.001 1 1 1				
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3) Price of Derivative Security  1. Title of Derivative Security  2. Conversion or Exercise Price of Derivative Security Security  1. Title of Derivative Security Securi	Common	non Stock, par value \$0.01 per share							I ,	Wife									
1. Title of Derivative Security (Instr. 3) Price of Derivative Security Security  1. Title of Derivative Security (Instr. 3) Date (Month/Day/Year)  1. Title of Derivative Security (Instr. 3) Date (Month/Day/Year)  1. Title of Derivative Security (Instr. 3) Date Exercisable and Execution Date (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Instr. 3) Date Exercisable and Expiration Date (Month/Day/Year)  3. Transaction Date Exercisable and Expiration Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)  Conversion of Securities Underlying Derivative Security (Instr. 3)  Conversion of Securities (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Disposed of (D) (Instr. 3, 4 and 5)  Amount or Number of Derivative Security (Instr. 4)  Amount or Number of Derivative Securities (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  Expiration Date Exercisable and Expiration Date (Month/Day/Year)  Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year)  Title Shares															Owned				
Code V (A) (D) Exercisable Expiration Date Exercisable Shares	Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution I	d Date,	4. Transa Code (	ction	5. Number of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr.		d Amount ies g Security	Derivative Security	derivative Securities Beneficia Owned Following Reported Transacti	ve ies Form: Direct (I or Indirect (I) (Instruction(s)		11. Nature of Indirect Beneficial Ownership (Instr. 4)				
Non-						Code	v	(A)	(D)				Title	or Number of					
Qualified Common Common	Qualified Stock Option (right to	\$7.527	11/16/2004			М			67,320	12/09/1994	4 <sup>(1)</sup>	12/09/2004		67,320	\$7.527	0.00		D	

## Remarks:

Attorney-in-fact pursuant to power of attorney dated April 23, 2004.

/s/ William F. Stoll, Jr., Attorney-in-fact for David V.

11/17/2004

**Brown** 

\*\* Signature of Reporting Person

Date

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

- \* 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.