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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (date of earliest event reported):  
January 27, 2006**

**LENNOX INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-15149**  
(Commission File Number)

**42-0991521**  
(IRS Employer  
Identification No.)

**2140 Lake Park Blvd.  
Richardson, Texas 75080**  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code:  
**(972) 497-5000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On January 30, 2006, Lennox International Inc. (the "Company") announced that on January 27, 2006 (i) John W. Norris, Jr., Chairman, advised the Company's Board of Directors (the "Board") of his retirement from the Board, effective July 21, 2006; (ii) David V. Brown advised the Board of his retirement from the Board, effective as of April 20, 2006, the date of the Company's 2006 Annual Meeting of Stockholders; and (iii) the Board accepted Walden O'Dell's resignation from the Board, effective immediately. Neither the retirement of Messrs. Norris and Brown nor the resignation of Mr. O'Dell were the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. A copy of the press release is included as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits.**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
99.1	Press release dated January 30, 2006.

**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: January 30, 2006

By: /s/ Kenneth C. Fernandez

Name: Kenneth C. Fernandez

Title: Associate General Counsel

**EXHIBIT INDEX**

**EXHIBIT  
NUMBER**

**DESCRIPTION**

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99.1

Press release dated January 30, 2006.

**Lennox International chairman announces his retirement; other changes to board announced**

(DALLAS, January 30) — Following a meeting of the board governance committee of the board of directors for Lennox International Inc. (NYSE: LII), the company announced that John W. Norris, Jr., chairman, has advised the board of his retirement effective July 21, 2006. The committee adopted a resolution recommending the board of directors elect Richard L. Thompson, current vice chairman, to succeed Mr. Norris as chairman.

David V. Brown, director since 1989, also advised the board of his retirement effective the day of the LII annual shareholders meeting, scheduled for April 20, 2006. The committee also accepted the resignation of Walden (Wally) O'Dell, director since 2003. A search will be initiated for candidates to replace the director positions left vacant by Mr. Norris, Mr. Brown, and Mr. O'Dell.

"We wish John and his family the very best for his retirement after his historic career in our industry and long service to our board," said Bob Schjerven, chief executive officer. "We also thank David for his devoted service for many years, and wish Wally the best in his future endeavors.

"While we will miss working with John, we look forward to the opportunity to continue benefiting from Rich Thompson's experience and leadership."

Richard L. Thompson, vice chairman since February 28, 2005 and LII board member since 1993, is a former group president for Caterpillar Inc., a manufacturer of construction and mining equipment. Mr. Thompson also serves as a director for Gardner Denver, Inc., a manufacturer of air compressors, blowers, and petroleum pumps; and for NiSource Inc., a natural gas and electric utility. He is also a former director of the National Association of Manufacturers, the nation's largest industrial trade association, and Proctor Community Hospital in Peoria, Illinois.

Elected chairman of the board of directors in 1991, John W. Norris has served as a director since 1966. After joining Lennox in 1960 and serving in a variety of management positions, Mr. Norris became president in 1977 and was appointed president and chief executive officer in 1980. He became chairman and chief executive officer in 1991, serving in those roles until 2001. Mr. Norris is on the board of directors of the Air-Conditioning & Refrigeration Institute, of which he was chairman in 1986. He is also an active board member of the Gas Appliance Manufacturers Association, where he was Chairman in 1980-1981. He is a past chairman of The Nature Conservancy of Texas board of trustees and also serves as a director of AmerUs Group Co., a life insurance and annuity company. Mr. Norris was honored with the Air Conditioning and Refrigeration Institute (ARI) Lifetime Achievement Award in 2001.

Operating in over 100 countries, Lennox International Inc. is a global leader in the heating, ventilation, air conditioning, and refrigeration markets. Lennox International stock is traded on the New York Stock Exchange under the symbol "LII." Additional information is available at: [www.lennoxinternational.com](http://www.lennoxinternational.com) or by contacting Karen O'Shea, vice president, communications and public relations, at 972-497-5172.