Instruction 1(b)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	OMB APPROVAL		
	OMB Number:	3235-0287	
	Estimated average burden		
1	hours per response:	0.5	

or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person LENNOX INTERNATIONAL INC [LII] INMAN DAVID L Director 10% Owner Officer (give title Other (specify below) 3. Date of Earliest Transaction (Month/Day/Year) below) (Last) (First) (Middle) 03/13/2006 **Chief Accounting Officer** 2140 LAKE PARK BOULEVARD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) 75080 RICHARDSON TX Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Transaction **Execution Date** Securities Form: Direct of Indirect (Month/Day/Year) Code (Instr. 8) (D) or Indirect (I) (Instr. 4) Beneficially Beneficial (Month/Dav/Year) Owned Following Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Code Amount Price (Instr. 3 and 4) Common Stock, par value \$0.01 per share 03/13/2006 A⁽¹⁾ 6,227 Α \$28.25 56,850 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 9. Number of 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 10. 11. Nature Derivative Security Conversion Execution Date Transaction Expiration Date (Month/Day/Year) Amount of derivative Ownership (Month/Day/Year) Derivative or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial (Instr. 3) Price of (Month/Day/Year) Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4)

Explanation of Responses:

Derivative

Security

1. Shares released as a result of exceeded targets for PSP awards granted on 12/13/02

Remarks:

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

William F. Stoll, Jr.

Derivative

and 4)

Title

Expiration

Date

Security (Instr. 3

Amount Number

Shares

03/15/2006

** Signature of Reporting Person

Date

Owned

Following

Reported

(Instr. 4)

Transaction(s)

or Indirect

(I) (Instr. 4)

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).

Code

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.

Acquired

(A) or Disposed

(Instr. 3, 4 and 5)

Date

Exercisable

of (D)

(A) (D)