

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 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

| OMB APPROVAL | |
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|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* BOOTH THOMAS W | | | 2. Issuer Name and Ticker or Trading Symbol LENNOX INTERNATIONAL INC [LIU] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP AHTD | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/09/2005 | | | | | |
| 2140 LAKE PARK BOULEVARD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (Street) RICHARDSON TX 75080-2254 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock, par value \$0.01 per share | 12/09/2005 | | A ⁽¹⁾ | | 945 | A | \$29.355 | 672,130 | D | |
| Common Stock, par value \$0.01 per share | 12/09/2005 | | A ⁽²⁾ | | 1,576 | A | \$29.355 | 673,706 | D | |
| Common Stock, par value \$0.01 per share | | | | | | | | 131,548 | I | Booth Charitable Trust ⁽³⁾ |
| Common Stock, par value \$0.01 per share | | | | | | | | 37,520 | I | Daughter Carolyn |
| Common Stock, par value \$0.01 per share | | | | | | | | 38,531 | I | Daughter Kathleen |
| Common Stock, par value \$0.01 per share | | | | | | | | 40,062 | I | Thomas Booth Trust |
| Common Stock, par value \$0.01 per share | | | | | | | | 1,931,506 | I | Trust FBO Richard Booth |
| Common Stock, par value \$0.01 per share | | | | | | | | 70,343 | I | Spouse |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 | | | | | |
| Stock Appreciation Right | \$29.355 | 12/09/2005 | | A | | 2,072 | | 12/09/2006 ⁽⁴⁾ | 12/09/2012 | Common Stock | 2,072 | | D | |

Explanation of Responses:

- Restricted Stock Award
- Performance Shares
- The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Since the reporting person's last filing, 900 shares were gifted from the trust.
- The stock appreciation right becomes exercisable in three equal annual installments, commencing one year from the date of grant.

Remarks:

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

/s/ William F. Stoll, Jr.,
Attorney-in-fact for Thomas W. Booth 12/13/2005
Booth

** 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.