

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Young Douglas L</u>			2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC [LIU]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) EVP, President & COO RHC		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2012</u>			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		
2140 LAKE PARK BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>RICHARDSON TX 75080</u>								
(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	11/08/2012		M		3,635	A	\$51.235	80,407	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		D		2,649	D	\$51.235	77,758	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		M		1,000	A	\$50.82	78,758	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		D		751	D	\$50.82	78,007	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		M		16,062	A	\$50.82	94,069	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		D		12,050	D	\$50.82	82,019	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		M		20,359	A	\$50.87	102,378	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		D		15,547	D	\$50.87	86,831	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		M		25,994	A	\$50.855	112,825	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		D		18,258	D	\$50.855	94,567	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		M		10,018	A	\$50.83	104,585	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		D		8,278	D	\$50.83	96,307	D	
Common Stock, Par Value \$0.01 Per Share	11/08/2012		S		18,549	D	\$51.027 ⁽¹⁾	77,758	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. 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					
Non-qualified Stock Appreciation Right	\$29.355	11/08/2012		M			3,635	12/09/2006 ⁽²⁾	12/09/2012	Common Stock, Par Value \$0.01 Per Share	\$0	0	D	
Non-qualified Stock Appreciation Right	\$30.845	11/08/2012		M			1,000	12/08/2007 ⁽²⁾	12/08/2013	Common Stock, Par Value \$0.01 Per Share	\$0	16,062	D	
Non-qualified Stock Appreciation Right	\$30.845	11/08/2012		M			16,062	12/08/2007 ⁽²⁾	12/08/2013	Common Stock, Par Value \$0.01 Per Share	\$0	0	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. 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	Title	Amount or Number of Shares				
Non-qualified Stock Appreciation Right	\$34.52	11/08/2012		M			20,359	12/06/2008 ⁽²⁾	12/06/2014	Common Stock, Par Value \$0.01 Per Share	20,359	\$0	0	D	
Non-qualified Stock Appreciation Right	\$28.24	11/08/2012		M			25,994	12/11/2009 ⁽²⁾	12/11/2015	Common Stock, Par Value \$0.01 Per Share	25,994	\$0	0	D	
Non-qualified Stock Appreciation Right	\$36.935	11/08/2012		M			10,018	12/10/2010 ⁽²⁾	12/10/2016	Common Stock, Par Value \$0.01 Per Share	10,018	\$0	5,009	D	

Explanation of Responses:

1. Reflects a weighted average sale price of \$51.027, at prices ranging from \$51 to \$51.18 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
2. One third of the Stock Appreciation Rights became exercisable on each of the three anniversary dates following the date of grant, and the entire grant became fully exercisable at that time.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated May 12, 2010.

/s/ John D. Torres, attorney-in-
fact for Douglas L. Young 11/09/2012

** 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.

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