

**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* <u>RUMBOUGH ROY A</u>			2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC [ LIJ ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Controller - LIJ</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2010</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		
<u>2140 LAKE PARK BLVD.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>RICHARDSON TX</u>	<u>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	02/12/2010		M		953	A	\$30.845	14,036	D	
Common Stock, par value \$0.01 per share	02/12/2010		M		584	A	\$28.24	14,620	D	
Common Stock, par value \$0.01 per share	02/12/2010		M		494	A	\$34.52	15,114	D	
Common Stock, par value \$0.01 per share	02/12/2010		S		1,826	D	\$41.901	13,288	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
Stock Appreciation Right	\$28.24	02/12/2010		M			2,650	12/11/2009 <sup>(1)</sup>	12/11/2015	Common Stock, par value \$0.01 per share	2,650	\$0.00	5,301	D	
Stock Appreciation Right	\$34.52	02/12/2010		M			4,152	12/06/2008 <sup>(1)</sup>	12/06/2014	Common Stock, par value \$0.01 per share	4,152	\$0	2,076	D	
Stock Appreciation Right	\$30.845	02/12/2010		M			5,039	12/08/2007 <sup>(1)</sup>	12/08/2013	Common Stock, par value \$0.01 per share	5,039	\$0	0	D	

**Explanation of Responses:**

1. The stock appreciation right becomes exercisable in three equal annual installments, commencing one year after the grant date.

**Remarks:**

Attorney-in-fact pursuant to the Power of Attorney dated December 8, 2008.

John D. Torres for Roy A. Rumbough 02/17/2010

\*\* 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.