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| <b>OMB APPROVAL</b>                          |           |
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**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

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Bluedorn Todd M</u><br><br>(Last) (First) (Middle)<br>2140 LAKE PARK BLVD.<br><br>(Street)<br>RICHARDSON TX 75080<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LENNOX INTERNATIONAL INC [ LIU ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman and CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/25/2014                         |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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 | 07/25/2014                           |  | M <sup>(1)</sup>               |   | 7,260   | A          | \$0   | 261,039   | D  |   |
| Common Stock, Par Value \$0.01 Per Share | 07/25/2014                           |  | M <sup>(1)</sup>               |   | 5,081   | A          | \$0   | 266,120   | D  |   |
| Common Stock, Par Value \$0.01 Per Share | 07/25/2014                           |  | M <sup>(1)</sup>               |   | 2,178   | A          | \$0   | 268,298   | 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     | \$34.52  | 07/25/2014                           |  | M <sup>(1)</sup>               |   | 20,359   |     | 12/06/2008 <sup>(2)</sup>                                | 12/06/2014      | Common Stock, Par Value \$0.01 Per Share  | \$0  | 20,359   | D   |  |
| Non-qualified Stock Appreciation Right     | \$34.52  | 07/25/2014                           |  | M <sup>(1)</sup>               |   | 14,251   |     | 12/06/2008 <sup>(2)</sup>                                | 12/06/2014      | Common Stock, Par Value \$0.01 Per Share  | \$0  | 6,108  | D   |  |
| Non-qualified Stock Appreciation Right     | \$34.52  | 07/25/2014                           |  | M <sup>(1)</sup>               |   | 6,108  |     | 12/06/2008 <sup>(2)</sup>                                | 12/06/2014      | Common Stock, Par Value \$0.01 Per Share  | \$0  | 0  | D   |  |

**Explanation of Responses:**

- These transactions were effected pursuant to a Rule 10b5-1 trading plan.
- One third of the Stock Appreciation Rights became exercisable on 12/6/2008 and each year thereafter. The entire grant became fully exercisable on 12/6/2010.

**Remarks:**

Attorney-in-fact pursuant to Power of Attorney dated December 7, 2012.

/s/ James K. Markey, attorney-in-fact for Todd M. Bluedorn 07/28/2014

\*\* 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.