
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (date of earliest event reported):
February 8, 2006**

LENNOX INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15149
(Commission File Number)

42-0991521
(IRS Employer
Identification No.)

**2140 Lake Park Blvd.
Richardson, Texas 75080**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code:
(972) 497-5000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On February 8, 2006, Lennox International Inc. (the "Company") issued a press release announcing that it will delay reporting its financial results for the fourth quarter and fiscal year ended December 31, 2005. The Company also announced that it anticipates record sales, net income and earnings per share for fiscal 2005 and provided guidance for fiscal 2006. A copy of the press release is furnished as Exhibit 99.1 to this report.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the press release attached hereto as Exhibit 99.1 is deemed to be furnished and shall not be deemed to be "filed" under the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	Press release dated February 8, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LENNOX INTERNATIONAL INC.

Date: February 8, 2006

By: /s/ Kenneth C. Fernandez

Name: Kenneth C. Fernandez

Title: Associate General Counsel

EXHIBIT INDEX

**EXHIBIT
NUMBER**
99.1

DESCRIPTION

Press release dated February 8, 2006.

**Lennox International announces delay in reporting fourth quarter and full-year 2005 earnings;
anticipates record sales, net income, and earnings per share for 2005;
provides 2006 guidance**

(DALLAS, February 8) — Lennox International announced it will delay reporting fourth quarter and full-year 2005 earnings, originally scheduled for Thursday, February 9, 2006, as the company completes year-end procedures related to the accounting for forward purchase contracts of copper and aluminum. “This complex area of accounting has received increased attention and we want to confirm our approach is appropriate,” said Bob Schjerven, chief executive officer. “We intend to make every effort to report 2005 results as soon as possible.” The company said it does not anticipate any delays in its regulatory filings with the Securities and Exchange Commission.

LII stated it expects to report record sales and net income for full-year 2005, with strong cash flow. Earnings per share are projected to exceed the previously issued guidance range of \$1.75 to \$1.80 per diluted share.

“We are focused on continuing our momentum,” Schjerven said. “For 2006 we anticipate full-year diluted earnings per share will be in the range of \$2.00 to \$2.10.” As announced earlier this week, LII expects to incur after-tax restructuring charges of approximately \$13 million related to the planned closure of its facility in Bellevue, Ohio. The company stated its full-year guidance assumes this charge will be offset through gains and other positive non-operating items.

Operating in over 100 countries, Lennox International Inc. is a global leader in the heating, air conditioning, and refrigeration markets. Lennox International stock is traded on the New York Stock Exchange under the symbol “LII”. Additional information is available at: <http://www.lennoxinternational.com> or by contacting Bill Moltner, vice president, investor relations, at 972-497-6670.

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to numerous risks and uncertainties including the impact of higher raw material prices, our ability to implement price increases for our products and services, the impact of unfavorable weather and a decline in new construction activity on the demand for our products and services, and the potential impact on operations related to implementation of new NAECA efficiency standards, that could cause actual results to differ materially from such statements. For information concerning these risks and uncertainties, see LII’s publicly available filings with the Securities and Exchange Commission. LII disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.