

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>NORRIS JOHN W III</u> (Last) (First) (Middle) 2140 LAKE PARK BLVD. (Street) RICHARDSON TX 75080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC [LIH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008	
	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

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 Per Share	12/24/2007		G5	308	D	\$0	16,817	I	Spouse, Catherine ⁽¹⁾
Common Stock, Par Value \$0.01 Per Share	12/24/2007		G5	308	A	\$0	6,313	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	A	\$0	5,791	I	L. C. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	D	\$0	277,561	D	
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	D	\$0	277,159	D	
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	A	\$0	6,715	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	A	\$0	6,715	I	W.h. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	D	\$0	276,757	D	
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	1,206	D	\$0	267,274 ⁽²⁾	D	
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	1,206	A	\$0	18,023	I	Spouse, Catherine ⁽¹⁾
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	A	\$0	10,645 ⁽³⁾	I	L. C. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	D	\$0	17,621	I	Spouse, Catherine ⁽¹⁾
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	D	\$0	17,219	I	Spouse, Catherine ⁽¹⁾
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	A	\$0	11,569 ⁽³⁾	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	A	\$0	11,569 ⁽³⁾	I	W.h. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/23/2008		G	402	D	\$0	16,807 ⁽⁴⁾	I	Spouse, Catherine ⁽¹⁾
Common Stock, Par Value \$0.01 Per Share							1,000	I	Daughter, Lily

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 Per Share							2,545,105	I	Norris Family Ltd. p ⁽¹⁾
Common Stock, Par Value \$0.01 Per Share							16,147	I	Son, Benjamin
Common Stock, Par Value \$0.01 Per Share							9,547	I	Son, William

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Amount includes gifts made and not reported prior to 2006 of 8,277 shares.
- Amount includes gifts received not reported prior to 2006 of 4,452 shares.
- Amount includes erroneous reporting of gifts received prior to 2006 of 10 shares.

Remarks:

Attorney-in-fact pursuant to the power of attorney dated December 11, 2008.

/s/ John D. Torres, attorney-in-fact for Mr. John W. Norris III 02/17/2009

** 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.