SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

| 1. Name and Address of Reporting Person* <br> Bedard Gary S | 2. Issuer Name **and** Ticker or Trading Symbol <br> LENNOX INTERNATIONAL INC [ LII ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|

| (Last) (First) (Middle) <br> 2140 LAKE PARK BLVD | 3. Date of Earliest Transaction (Month/Day/Year) <br> 12/08/2017 | Director 10% Owner <br> X Officer (give title below) Other (specify below) <br> EVP, President and COO, WWR |
|---|---|---|

| (Street) <br> RICHARDSON TX 75080 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br> Form filed by More than One Reporting Person |
|---|---|---|

(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 | 12/08/2017 | | A | | 1,241 | A | $0 | 19,005 | 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 | $205.53 | 12/08/2017 | | A | | 5,008 | | 12/08/2018[1] | 12/08/2024 | Common Stock, Par Value $0.01 Per Share | 5,008 | $205.53 | 5,008 | D | |

**Explanation of Responses:**

1. One third of the Stock Appreciation Rights will become exercisable on 12/8/2018 and each year thereafter. The entire grant will become fully exercisable on 12/8/2020.

**Remarks:**

Attorney-in-fact pursuant to power of attorney dated December 7, 2017.

| /s/ Sarah Braley, attorney-in-fact for Gary S Bedard | 12/11/2017 |
|---|---|
| ** 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.**

POWER OF ATTORNEY


        I hereby constitute and appoint each of John D. Torres and
Sarah Braley (and any successor to their positions) as my true
and lawful attorney-in-fact to:

a.       execute for and on behalf of me, in my capacity as a
director of Lennox International Inc. (the "Company"), or one of its
subsidiaries, Forms 3, 4 and 5 in accordance with Section 16(a)
of the Securities Exchange Act of 1934 and the rules thereunder;

b.       do and perform any and all acts for and on behalf of me
which may be necessary or desirable to complete and execute any such
Form 3, 4, or 5 and timely file such Form with the United States Securities
and Exchange Commission and any stock exchange or similar authority; and

c.       take any other action of any type whatsoever in connection with the
foregoing which, in the opinion of such attorney-in-fact, may be of benefit
to, in the best interest of, or legally required of, me, it being
understood that the documents executed by such attorney-in-fact on
behalf of me pursuant to this Power of Attorney shall be in such form
and shall contain such terms and conditions as such
attorney-in-fact may approve in such attorney-in-fact's discretion.

        I also hereby grant to such attorney-in-fact full power and
authority to do and perform any and every act and thing whatsoever requisite,
necessary, or proper to be done in the exercise of any of the rights and
powers herein granted, as fully to all intents and purposes as I might or
could do if personally present, with full power of substitution or
revocation, hereby ratifying and confirming all that such attorney-in-fact
shall lawfully do or cause to be done by virtue of this power of attorney
and the rights and powers herein granted.  I acknowledge that
neither of the foregoing attorneys-in-fact, in serving in such capacity
at the request of the undersigned, is assuming, nor is the Company
assuming, any of my responsibilities to comply with Section 16
of the Securities Exchange Act of 1934.

        This Power of Attorney shall remain in full force and effect until I
am no longer required to file Forms 3, 4 and 5 with respect to my
holdings of and transactions in Company securities, unless I revoke it
earlier in a signed writing delivered to the foregoing attorneys-in-fact.

        IN WITNESS WHEREOF, I?ve executed this Power of Attorney as of this
7th day of December, 2017.



                              /s/Gary S. Bedard