

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Bluedorn Todd M</u>  (Last) (First) (Middle) <u>2140 LAKE PARK BLVD.</u>  (Street) <u>RICHARDSON TX 75080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC [ LIU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2013</u>	
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	01/04/2013		M		7,204	A	\$54.7	221,498	D	
Common Stock, Par Value \$0.01 Per Share	01/04/2013		D		5,505	D	\$54.7	215,993	D	
Common Stock, Par Value \$0.01 Per Share	01/04/2013		M		16,808	A	\$54.7	232,801	D	
Common Stock, Par Value \$0.01 Per Share	01/04/2013		D		12,583	D	\$54.7	220,218	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
Non-qualified Stock Appreciation Right	\$35.82	01/04/2013		M <sup>(1)</sup>			7,204	12/08/2007 <sup>(2)</sup>	12/08/2013	Common Stock, Par Value \$0.01 Per Share	7,204	\$0	40,821	D	
Non-qualified Stock Appreciation Right	\$35.82	01/04/2013		M <sup>(1)</sup>			16,808	12/08/2007 <sup>(2)</sup>	12/08/2013	Common Stock, Par Value \$0.01 Per Share	16,808	\$0	24,013	D	

**Explanation of Responses:**

- This exercise was effected pursuant to a Rule 10b5-1 trading plan.
- One third of the Stock Appreciation Rights became exercisable on 12/8/2007 and each year thereafter. The entire grant became fully exercisable on 12/8/2009.

**Remarks:**

Attorney-in-fact pursuant to Power of Attorney dated May 12, 2010.

/S/ James K. Markey, attorney-in-fact for Todd M. Bluedorn 01/07/2013

\*\* 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.

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