FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					0	or Sect	tion 30	(h) of the	Investmen	l Co	mpany Act o	f 1940						
Name and Address of Reporting Person*     MCDONOUGH ROBERT J					2. Issuer Name <b>and</b> Ticker or Trading Symbol  LENNOX INTERNATIONAL INC [ LII ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specific					
(Last) 2140 LA	ast) (First) (Middle) 140 LAKE PARK BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006								X Officer (give title Other (specify below)  Executive Vice President						
Street) RICHARDSON TX 75080		4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								) X Form fi	led by One	Repo	Filing (Check Applicable Reporting Person than One Reporting				
(City)	(S	tate)	(Zip)											r eison				
			ble I - No						1	Dis				y Owned				
1. Title of Security (Instr. 3)		2. Trans Date (Month/		ar)   E	2A. Deemed Execution Date, if any (Month/Day/Year)				4. Securities Acquired (A Disposed Of (D) (Instr. 3,			Securitie Benefici	5. Amount of Securities Beneficially Owned Following		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code		Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s)			, , ,
Common	Stock, par	value \$0.01 per	share	05/04	05/04/2006				M		36,869	A	\$11.21	9 269	),853		D	
Common	Stock, par	value \$0.01 per	share	05/04	4/2006	6			M		16,500	A	\$13.31	4 286	5,353		D	
Common	Stock, par	value \$0.01 per	share	05/04	4/2006	2006					5,500	A	\$13.90	4 291	1,853		D	
Common	Stock, par	value \$0.01 per	share	05/04	4/2006	6			M		7,149	A	\$19.02	73 299	299,002		D	
Common	Stock, par	value \$0.01 per	share	05/04	4/2006	2006			S		66,018	D \$32,675		5 232	232,984		D	
			Table II	- Deriv	/ative	Sec	uriti	es Acq	uired, D	isp	osed of,		ficially	Owned				
Derivative Conversion Date Ex Security or Exercise (Month/Day/Year) if a				(e.g.,	puts	, cal	ls, w	arrants	, option	s, c	convertib	le secu	rities)					
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deem Execution if any (Month/Da	ed Date,	4. Transa Code ( 8)	action	5. N of Deri Sec Acq (A) ( Disp of (I	umber vative urities uired	6. Option 6. Date Exe Expiration (Month/Day	ercis Date	able and	7. Title an of Securit Underlyin Derivative (Instr. 3 an	d Amount ies g Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	ed Date,	4. Transa Code (	action	5. N of Deri Sec Acq (A) ( Disp of (I	umber vative urities uired or oosed O) (Instr.	6. Date Exe	ercis Date y/Yea	able and	7. Title an of Securit Underlyin Derivative	d Amount ies g Security	Derivative Security	derivative Securities Beneficial Owned Following Reported Transactie	e s lly	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Non-Qualified Stock Option (right to	Conversion or Exercise Price of Derivative	Date	Execution if any	ed Date,	4. Transa Code ( 8)	action (Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed O) (Instr. and 5)	6. Date Exe Expiration (Month/Day	ercis Date y/Yea	able and	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	d Amount ies g Security ad 4)  Amount or Number of Shares	Derivative Security	derivative Securities Beneficial Owned Following Reported Transactie	e s illy J on(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution if any	ed Date,	4. Transa Code ( 8)	action (Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)  (D)	Date Exercisable	ee e	able and ar) Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 ar Title  Common Stock, par value \$0.01 per	d Amount lies g Security id 4)  Amount or Number of Shares	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	ess s illy J oon(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Non- Qualified Stock Option (right to buy)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution if any	ed Date,	Transa Code (8)	action (Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)  (D)	Expiration (Month/Day	ercis Date y/Yes	Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 ar Title  Common Stock, par value \$0.01 per share  Common Stock, par value \$0.01 per \$0.01 p	d Amount lies g Security id 4)  Amount or Number of Shares	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	es s s lilly J oon(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Non-Qualified Stock Option (right to buy)  Non-Qualified Stock Option (right to buy)  Non-Qualified Stock Option (right to buy)	Conversion or Exercise Price of Derivative Security  \$11.219	Date (Month/Day/Year) 05/04/2006	Execution if any	ed Date,	Code  M  M	action (Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or coosed o) (Instr. and 5)	Date Exercisabl  12/08/2000	ee ((1)	able and (a) (a) (a) (b) (a) (a) (b) (a) (a) (b) (a) (a) (b) (a) (b) (a) (b) (a) (b) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c	7. Title an of Securit Underlyin Derivative (Instr. 3 ar Title  Common Stock, par value \$0.01 per share  Common Stock, par value \$0.01 per share	Amount or Number of Shares	s11.219	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	essistilly J on(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)

## Explanation of Responses:

1. The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

## Remarks:

Attorney-in-fact pursuant to the power of attorney dated April 23, 2004.

William F. Stoll, Jr. for Robert J. McDonough

05/05/2006

\*\* 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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