

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MCDONOUGH ROBERT J</u>  (Last) (First) (Middle) 2140 LAKE PARK BOULEVARD  (Street) RICHARDSON TX 75080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC [ LI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006	
	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	05/04/2006		M		36,869	A	\$11.219	269,853	D	
Common Stock, par value \$0.01 per share	05/04/2006		M		16,500	A	\$13.314	286,353	D	
Common Stock, par value \$0.01 per share	05/04/2006		M		5,500	A	\$13.904	291,853	D	
Common Stock, par value \$0.01 per share	05/04/2006		M		7,149	A	\$19.0273	299,002	D	
Common Stock, par value \$0.01 per share	05/04/2006		S		66,018	D	\$32,675	232,984	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 Option (right to buy)	\$11.219	05/04/2006		M		36,869		12/08/2000 <sup>(1)</sup>	12/08/2009	Common Stock, par value \$0.01 per share	36,869	\$11.219	0.00	D	
Non-Qualified Stock Option (right to buy)	\$13.314	05/04/2006		M		16,500		12/13/1997 <sup>(1)</sup>	12/13/2006	Common Stock, par value \$0.01 per share	16,500	\$13.314	0.00	D	
Non-Qualified Stock Option (right to buy)	\$13.904	05/04/2006		M		5,500		12/12/1998 <sup>(1)</sup>	12/12/2007	Common Stock, par value \$0.01 per share	5,500	\$13.904	11,000	D	
Non-Qualified Stock Option (right to buy)	\$18.75	05/04/2006		M		7,149		12/10/1999 <sup>(1)</sup>	12/10/2008	Common Stock, par value \$0.01 per share	7,149	\$19.0273	14,301	D	

**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.

**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.**