SEC Form 3

FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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

Name and Address of Reporting Person <sup>*</sup> <u>Blatz Michael</u> 2. Date of Event Requiring Statement (Month/Day/Year) 12/11/2009		nent	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC</u> [ LII ]					
(Last) (First) (Middle) 2140 LAKE PARK BLVD			4. Relationship of Reporting Person(s) to Issu (Check all applicable) Director 10% Own X Officer (give title Other (sp below) below)		(Month/Day/Year)			
(Street) RICHARDSON TX 75080			EVP, Operatio	,		K Form filed b	y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		t (D)   (Inst	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock, Par Value \$0.01 Per Share			21,947	D				
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Non-qualified Stock Appreciation Right	12/06/2008 <sup>(1)</sup>	12/06/2014	Common Stock, Par Value \$0.01 Per Share	8,383	34.52	D		
Non-qualified Stock Appreciation Right	12/11/2009 <sup>(1)</sup>	12/11/2015	Common Stock, Par Value \$0.01 Per Share	15,291	28.24	D		
Non-qualified Stock Appreciation Right	12/10/2010 <sup>(1)</sup>	12/10/2016	Common Stock, Par Value \$0.01 Per Share	15,027	36.935	D		

Explanation of Responses:

1. The stock appreciation right 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 December 11, 2009.

### /s/ Kenneth C. Fernandez, attorney-in-fact for Michael Blatz

12/14/2009

\*\* Signature of Reporting Person

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 5 (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.

Date

Know all men by these presents that the undersigned hereby constitutes and appoints John D. Torres and Kenneth C. Fernandez each as the undersigned?s true and lawful attorney-in-fact to:

a. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or 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 the undersigned 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, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned 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.

The undersigned hereby grants 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 the undersigned 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. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's 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 the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of December 2009.

/s/ Michael J. Blatz Michael J. Blatz