

<b>OMB APPROVAL</b>	
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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>BROWN DAVID V</u>  (Last) (First) (Middle) 2140 LAKE PARK BLVD.  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2005	
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	11/17/2005		M		16,830	A	\$7.281	1,442,274	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share	11/17/2005		S		9,400	D	\$29.15	1,432,874	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share	11/17/2005		S		2,300	D	\$29.16	1,430,574	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share	11/17/2005		S		1,800	D	\$29.17	1,428,774	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share	11/17/2005		S		500	D	\$29.18	1,428,274	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share	11/17/2005		S		2,830	D	\$29.2	1,425,444	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share								96,558	I	Daughter Elizabeth
Common Stock, par value \$0.01 per share								96,558	I	Daughter Emily
Common Stock, par value \$0.01 per share								122,001	I	Son Evan
Common Stock, par value \$0.01 per share								3,413	I	Wife

**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)	\$7.281	11/17/2005		M		16,830		12/08/1995 <sup>(2)</sup>	12/08/2005	Common Stock	16,830	\$7.281	0.00	D	

**Explanation of Responses:**

- 27,666 shares are held directly in the name of David V. Brown and the remaining shares are held in the Brown Family Trust dated 5/31/01, David V. Brown and Suzanne L. Brown, Trustees.
- The option becomes exercisable in three equal installments, commencing one year after the date of grant.

**Remarks:**

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

/s/ William F. Stoll, Jr.,  
Attorney-in-fact for David V. Brown      11/21/2005

\*\* 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.

