SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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1. Name and Address of Reporting Person[*] **Bluedorn Todd M**	2. Issuer Name **and** Ticker or Trading Symbol **LENNOX INTERNATIONAL INC** [**LII**]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
2140 LAKE PARK BLVD.		

X	Director		10% Owner
X	Officer (give title below)		Other (specify below)

3. Date of Earliest Transaction (Month/Day/Year)
07/25/2016

Chairman and CEO

(Street)
RICHARDSON   TX   75080

(City)	(State)	(Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

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	07/25/2016		M		10,861	A	$0	222,204	D	
Common Stock, Par Value $0.01 Per Share	07/25/2016		M		18,691	A	$0	240,895	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	Amount or Number of Shares				
Non-qualified Stock Appreciation Right	$46.78	07/25/2016		M[(1)]			27,106	12/09/2011[(2)]	12/09/2017	Common Stock, Par Value $0.01 Per Share	27,106	$0	0	D	
Non-qualified Stock Appreciation Right	$34.06	07/25/2016		M[(1)]			41,573	12/08/2012[(3)]	12/08/2018	Common Stock, Par Value $0.01 Per Share	41,573	$0	0	D	

Explanation of Responses:

1. This exercise was affected pursuant to a Rule 10b5-1 trading plan.

2. One third of the Stock Appreciation Rights became exercisable on 12/9/11 and each year thereafter. The entire grant became fully exercisable on 12/9/13.

3. One third of the Stock Appreciation Rights became exercisable on 12/8/12 and each year thereafter. The entire grant became fully exercisable on 12/8/14.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated December 7, 2012.

/S/ James K. Markey, attorney-in-fact for Todd M. Bluedorn   07/26/2016

** 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.