SEC Form 4

FORM 4

UNITED STATES SECU	RIT	'IE	S /	AND	EXC	IANGE	COMM	SSION
		1.1						

Washington, D.C. 20549

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

to

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
Estimated average burden
hours per response: 0.5

BEDAPUDI PRAKASH			2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC</u> [LII] 3. Date of Earliest Transaction (Month/Day/Year) 12/07/2018		ionship of Reporting Persor all applicable) Director Officer (give title below) EVP, Chief Technolog	10% Owner Other (specify below)
(Street) RICHARDSON (City)	TX (State)	75080 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing ((Form filed by One Reporti Form filed by More than C Person	ing 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. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock, Par Value \$0.01 Per Share	12/07/2018		Α		1,469	Α	\$214.63	13,137	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)		Transaction of Code (Instr. Derivative		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	\$214.63	12/07/2018		A		5,404		12/07/2019 ⁽¹⁾	12/07/2025	Common Stock, Par Value \$0.01 Per Share	5,404	\$214.63	5,404	D	

Explanation of Responses:

1. One third of the Stock Appreciation Rights will become exercisable on 12/7/2019 and each year thereafter. The entire grant will become fully exercisable on 12/7/2021.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 6, 2017.

<u>/s/ Sarah Braley, attorney-in-</u> <u>fact for Prakash Bedapudi</u>

12/11/2018

Date

** 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 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.