

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>STOLL WILLIAM F JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>LENNOX INTERNATIONAL INC [ LIU ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>EVP, Chief Legal Officer &amp; Sec</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/28/2008</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
2140 LAKE PARK BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>TX</b>	<b>75080</b>						
(City)	(State)	(Zip)						

**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	08/28/2008		M		9,070	A	\$18.57	131,538 <sup>(1)</sup>	D	
Common Stock, Par Value \$0.01 Per Share	08/28/2008		M		12,308	A	\$29.355	143,846	D	
Common Stock, Par Value \$0.01 Per Share	08/28/2008		M		5,687	A	\$30.845	149,533	D	
Common Stock, Par Value \$0.01 Per Share	08/28/2008		S		6,155	D	\$37.575	143,378	D	
Common Stock, Par Value \$0.01 Per Share	08/28/2008		S		10,597	D	\$37.575	132,781	D	
Common Stock, Par Value \$0.01 Per Share	08/28/2008		S		5,022	D	\$37.81	127,759	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 Appreciation Right	\$18.57	08/28/2008		M		9,070		12/11/2004 <sup>(2)</sup>	12/11/2010	Common Stock, Par Value \$0.01 Per Share	9,070	\$0	0	D	
Non-qualified Stock Appreciation Right	\$29.355	08/28/2008		M		12,308		12/09/2006 <sup>(3)</sup>	12/09/2012	Common Stock, Par Value \$0.01 Per Share	12,308	\$0	6,155	D	
Non-qualified Stock Appreciation Right	\$30.845	08/28/2008		M		5,687		12/08/2007 <sup>(3)</sup>	12/08/2013	Common Stock, Par Value \$0.01 Per Share	5,687	\$0	11,375	D	

**Explanation of Responses:**

- Includes 170 shares that were previously reported as withheld to cover taxes. Only 16,779 were withheld instead of the estimated 16,949 as reported on the original Form 4 filed on 2/28/08.
- The stock appreciation right becomes exercisable in three equal annual installments, commencing one year after 12/11/2003.
- The stock appreciation right becomes exercisable in three equal annual installments, commencing one year from the date of grant.

**Remarks:**

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

William F. Stoll, Jr.

09/02/2008

\*\* 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.

