

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>NORRIS JOHN W III</b>  (Last) (First) (Middle) <b>2140 LAKE PARK BLVD.</b>  (Street) <b>RICHARDSON TX 75080</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>LENNOX INTERNATIONAL INC [ LIH ]</b>	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) <b>01/15/2010</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	12/30/2009		G	V	328	D	\$0	270,122	D	
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	A	\$0	11,897	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	D	\$0	269,794	D	
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	A	\$0	11,897	I	W.h. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	D	\$0	269,466	D	
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	A	\$0	10,973	I	L. C. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	D	\$0	16,479	I	Spouse, Catherine <sup>(1)</sup>
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	A	\$0	12,225	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	D	\$0	16,151	I	Spouse, Catherine <sup>(1)</sup>
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	A	\$0	12,225	I	W.h. Norris Trust
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	D	\$0	15,823	I	Spouse, Catherine <sup>(1)</sup>
Common Stock, Par Value \$0.01 Per Share	12/30/2009		G	V	328	A	\$0	11,301	I	L. C. Norris Trust
Common Stock, Par Value \$0.01 Per Share	01/15/2010		A <sup>(2)</sup>		128	A	\$39.04	269,594	D	
Common Stock, Par Value \$0.01 Per Share								1,000	I	Daughter, Lily
Common Stock, Par Value \$0.01 Per Share								2,545,105	I	Norris Family Ltd. P <sup>(1)</sup>
Common Stock, Par Value \$0.01 Per Share								16,147	I	Son, Benjamin
Common Stock, Par Value \$0.01 Per Share								9,547	I	Son, William

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of 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)
<b>Explanation of Responses:</b>											
1. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.											
2. Directors' Quarterly Stock Compensation											
<b>Remarks:</b>											
Attorney-in-fact pursuant to the power of attorney dated December 11, 2008.											

/s/ Kenneth C. Fernandez,  
attorney-in-fact for Mr. John W. Norris III      01/19/2010

\*\* 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.