SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**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

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

| 1. Name and Address of Reporting Person* <br><br> BOOTH STEVEN R <br><br> (Last) (First) (Middle) <br><br> 2140 LAKE PARK BLVD. <br><br> (Street) <br><br> RICHARDSON  TX  75080-2254 <br><br> (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br><br> LENNOX INTERNATIONAL INC [ LII ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 12/23/2009 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> X  Director __ 10% Owner <br> __ Officer (give title below) __ Other (specify below) <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br><br> X  Form filed by One Reporting Person <br> __ 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 | 12/24/2009 | | S[1] | | 8,846 | D | $40.0231[2] | 1,856,843 | I | Trust Fbo Richard Booth[3] |
| Common Stock, Par Value $0.01 Per Share | 12/23/2009 | | S[1] | | 2,000 | D | $40 | 1,854,843 | I | Trust Fbo Richard Booth[3] |
| Common Stock, Par Value $0.01 Per Share | | | | | | | | 53,884 | D | |
| Common Stock, Par Value $0.01 Per Share | | | | | | | | 53,139 | I | Daughter, Jessica |
| Common Stock, Par Value $0.01 Per Share | | | | | | | | 32,355 | I | Son, Nicholas |
| Common Stock, Par Value $0.01 Per Share | | | | | | | | 60,509 | I | Spouse, Beth[3] |
| Common Stock, Par Value $0.01 Per Share | | | | | | | | 642,741 | I | Steven R. Booth Trust |

**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 | | | | |

**Explanation of Responses:**

1. This transaction is pursuant to a 10b5-1 plan.

2. This price reflects the weighted average price of shares sold between $40.00 - $40.071.

3. 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.

/s/ Kenneth C. Fernandez, attorney-in-fact for Mr. Steven R. Booth       12/28/2009

** 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.**