

JOHNSTON TERRY L
Form 3/A
January 11, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>JOHNSTON TERRY L</p> <p>(Last) (First) (Middle)</p> <p>2140 LAKE PARK BLVD.</p> <p>(Street)</p> <p>RICHARDSON, TX 75080</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LENNOX INTERNATIONAL INC [LII]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President and COO, Commercial</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/03/2013</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, Par Value \$0.01 Per Share	14,024	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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			Shares		(I) (Instr. 5)	
Non-qualified Stock Appreciation Right	12/11/2009	12/11/2015	Common Stock, Par Value 2,518 \$0.01 Per Share	\$ 28.24	D	Â
Non-qualified Stock Appreciation Right	12/10/2010	12/10/2016	Common Stock, Par Value 4,762 \$0.01 Per Share	\$ 36.935	D	Â
Non-qualified Stock Appreciation Right	12/09/2011	12/09/2017	Common Stock, Par Value 3,883 \$0.01 Per Share	\$ 46.78	D	Â
Non-qualified Stock Appreciation Right	12/08/2012	12/08/2018	Common Stock, Par Value 6,201 \$0.01 Per Share	\$ 34.06	D	Â
Non-qualified Stock Appreciation Right	12/06/2013	12/06/2019	Common Stock, Par Value 6,872 \$0.01 Per Share	\$ 51.11	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON TERRY L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	Â	Â	Â President and COO, Commercial	Â

Signatures

/s/ James K. Markey, attorney-in-fact for Mr. Terry L.
Johnston

01/11/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

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Attorney-in-fact pursuant to Power of Attorney dated December 6, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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