

LENNOX INTERNATIONAL INC
Form 4
August 26, 2005

FORM 4

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

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).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
SCHJERVEN ROBERT E

2. Issuer Name and Ticker or Trading Symbol
LENNOX INTERNATIONAL INC [LIH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

2140 LAKE PARK BOULEVARD

08/25/2005

Chief Executive Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

RICHARDSON, TX 75080

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 or Price | | | |
| Common Stock, par value \$0.01 per share | 08/25/2005 | | S | | 570 | D | \$ 24.4 784,543 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | | S | | 5,183 | D | \$ 24.31 779,360 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | | S | | 15,036 | D | \$ 24.3 764,324 | D |

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| | | | | | | | |
|---|------------|---|--------|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 340 | D | \$ 24.29 | 763,984 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 2,563 | D | \$ 24.28 | 761,421 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 8,031 | D | \$ 24.26 | 753,390 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 4,784 | D | \$ 24.25 | 748,606 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 5,753 | D | \$ 24.24 | 742,853 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 11,391 | D | \$ 24.23 | 731,462 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 2,848 | D | \$ 24.22 | 728,614 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 2,848 | D | \$ 24.2 | 725,766 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 604 | D | \$ 24.18 | 725,162 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 5,639 | D | \$ 24.17 | 719,523 | D |
| Common Stock, par value \$0.01 per share | 08/25/2005 | S | 570 | D | \$ 24.15 | 718,953 | D |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHJERVEN ROBERT E 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080 | | | Chief Executive Officer | |

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for Robert E. Schjerven 08/26/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Includes 113 shares acquired through broker-administered dividend arrangement from cash dividends paid on ESPP shares, which is intended to qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code of 1986, as amended.

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.