LENNOX INTERNATIONAL INC
Form 4
February 16, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Torres John D

(Last) (First) (Middle)

2140 LAKE PARK BLVD

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2016

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/12/2016		S		6,700	D	$ 119.775 (1)	10,241	D	
Common Stock, Par Value $0.01 Per Share	02/12/2016		S		1,372	D	$ 120.404 (2)	8,869	D	
Common Stock, Par	02/12/2016		M		1,890	A	$ 0	10,759	D	

Value $0.01 Per Share								
Common Stock, Par Value $0.01 Per Share	02/12/2016		M	1,682	A	$ 0	12,441	D

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

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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of Sh
Non-qualified Stock Appreciation Right	$ 51.11	02/12/2016		M			4,582	12/06/2013[3]	12/06/2019	Common Stock, Par Value $0.01 Per Share	4
Non-qualified Stock Appreciation Right	$ 81.105	02/12/2016		M			7,073	12/12/2014[4]	12/12/2020	Common Stock, Par Value $0.01 Per Share	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torres John D 2140 LAKE PARK BLVD			EVP, Chief Legal Officer	

RICHARDSON, TX 75080

Signatures

/s/ James K. Markey, attorney-in-fact for John D. Torres	02/16/2016
**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) Reflects a weighted average sale price of $119.775 at prices ranging from $119.24 to $120.23 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) Reflects a weighted average sale price of $120.404 at prices ranging from $120.31 to $120.45 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) One third of the Stock Appreciation Rights became exercisable on 12/6/2013 and each year thereafter. The entire grant will become fully exercisable on 12/6/2015.

(4) One third of the Stock Appreciation Rights became exercisable on 12/12/2014 and each year thereafter. The entire grant will become fully exercisable on 12/12/2016.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 7, 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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