

LENNOX INTERNATIONAL INC  
 Form 4  
 July 26, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Bluedorn Todd M

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)  
 2140 LAKE PARK BLVD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/25/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

RICHARDSON, TX 75080  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock, Par Value \$0.01 Per Share | 07/25/2016                           |  | M                              |   | 10,861  | A  | \$ 0 222,204                      |
| Common Stock, Par Value \$0.01 Per Share | 07/25/2016                           |  | M                              |   | 18,691  | A  | \$ 0 240,895                      |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Appreciation Right     | \$ 46.78   | 07/25/2016                           |  | M <sup>(1)</sup>               | 27,106  | 12/09/2011 <sup>(2)</sup> 12/09/2017                     | Common Stock, Par Value \$0.01 Per Share          |
| Non-qualified Stock Appreciation Right     | \$ 34.06   | 07/25/2016                           |  | M <sup>(1)</sup>               | 41,573  | 12/08/2012 <sup>(3)</sup> 12/08/2018                     | Common Stock, Par Value \$0.01 Per Share          |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Bluedorn Todd M<br>2140 LAKE PARK BLVD.<br>RICHARDSON, TX 75080 | X             |           | Chairman and CEO |       |

## Signatures

/S/ James K. Markey, attorney-in-fact for Todd M. Bluedorn 07/26/2016

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) This exercise was affected pursuant to a Rule 10b5-1 trading plan.
- (2) One third of the Stock Appreciation Rights became exercisable on 12/9/11 and each year thereafter. The entire grant became fully exercisable on 12/9/13.

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- (3) One third of the Stock Appreciation Rights became exercisable on 12/8/12 and each year thereafter. The entire grant became fully exercisable on 12/8/14.

**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.

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.