

JOHNSTON TERRY L
Form 4
February 27, 2019

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 *
JOHNSTON TERRY L

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

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)
02/25/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, President/COO Commercial

RICHARDSON, TX 75080

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

(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	(A) or (D)	Price			
Common Stock, Par Value \$0.01 Per Share	02/25/2019		M		5,469	A	\$ 0	27,131	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		M		5,382	A	\$ 0	32,513	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		F		2,152	D	\$ 0	30,361	D	

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Value
\$0.01 Per
Share

Common
Stock, Par

Value	02/25/2019	F	1,527	D	\$ 0	28,834	D
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Common
Stock, Par

Value	02/26/2019	S ⁽¹⁾	3,855	D	\$ 245.53	24,979	D
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Common
Stock, Par

Value	02/26/2019	S ⁽¹⁾	3,317	D	\$ 245.53	21,662	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 Security (Instr. 3 and 4)
Non-qualified Stock Appreciation Right	\$ 51.11	02/25/2019		M ⁽²⁾	6,872	12/06/2013 ⁽³⁾ 12/06/2019	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation	\$ 81.105	02/25/2019		M ⁽²⁾	7,958	12/12/2014 ⁽⁴⁾ 12/12/2020	Common Stock, Par Value

Right

\$0.01 Per
Share

Reporting Owners

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

Signatures

/s/ Sarah Braley, attorney-in-fact for Mr. Terry L.
Johnston

02/27/2019

__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 sale was effected pursuant to a Rule 10b5-1 trading plan.
- (2) This exercise was effected pursuant to a Rule 10b5-1 trading plan.
- (3) One third of the Stock Appreciation Rights became exercisable on 12/6/2013 and each year thereafter. The entire grant became 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 became fully exercisable on 12/12/2016.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 6, 2017.

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.