

LENNOX INTERNATIONAL INC
 Form 5
 February 17, 2009

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 NORRIS JOHN W III

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock, Par Value \$0.01 Per Share | 12/24/2007 | Â | G5 | 308 | D | \$ 0 | 16,817 | I | Spouse, Catherine (1) |
| Common Stock, Par Value \$0.01 Per Share | 12/24/2007 | Â | G5 | 308 | A | \$ 0 | 6,313 | I | B.w. Norris Trust |

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| | | | | | | | | | | |
|--|------------|---|---|-------|---|------|------------------------|---|--|----------------------------------|
| Share | | | | | | | | | | |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | A | \$ 0 | 5,791 | I | | L. C. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | D | \$ 0 | 277,561 | D | | Â |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | D | \$ 0 | 277,159 | D | | Â |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | A | \$ 0 | 6,715 | I | | B.w. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | A | \$ 0 | 6,715 | I | | W.h. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | D | \$ 0 | 276,757 | D | | Â |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 1,206 | D | \$ 0 | 267,274 ⁽²⁾ | D | | Â |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 1,206 | A | \$ 0 | 18,023 | I | | Spouse, Catherine ⁽¹⁾ |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | A | \$ 0 | 10,645 ⁽³⁾ | I | | L. C. Norris Trust |

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| | | | | | | | | | |
|--|------------|---|---|-----|---|------|-------------------|---|---------------------------------|
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | D | \$ 0 | 17,621 | I | Spouse, Catherine <u>(1)</u> |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | D | \$ 0 | 17,219 | I | Spouse, Catherine <u>(1)</u> |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | A | \$ 0 | 11,569 <u>(3)</u> | I | B.w. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | A | \$ 0 | 11,569 <u>(3)</u> | I | W.h. Norris Trust |
| Common Stock, Par Value \$0.01 Per Share | 12/23/2008 | Â | G | 402 | D | \$ 0 | 16,807 <u>(4)</u> | I | Spouse, Catherine <u>(1)</u> |
| Common Stock, Par Value \$0.01 Per Share | Â | Â | Â | Â | Â | Â | 1,000 | I | Daughter, Lily |
| Common Stock, Par Value \$0.01 Per Share | Â | Â | Â | Â | Â | Â | 2,545,105 | I | Norris Family Ltd. P <u>(1)</u> |
| Common Stock, Par Value \$0.01 Per Share | Â | Â | Â | Â | Â | Â | 16,147 | I | Son, Benjamin |
| Common Stock, Par Value \$0.01 Per Share | Â | Â | Â | Â | Â | Â | 9,547 | I | Son, William |

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

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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. of D S B O E Is FI (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable (A) (D) | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NORRIS JOHN W III 2140 LAKE PARK BLVD. RICHARDSON, TX 75080 | | X | | |

Signatures

/s/ John D. Torres, attorney-in-fact for Mr. John W. Norris III 02/17/2009

**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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) Amount includes gifts made and not reported prior to 2006 of 8,277 shares.
- (3) Amount includes gifts received not reported prior to 2006 of 4,452 shares.
- (4) Amount includes erroneous reporting of gifts received prior to 2006 of 10 shares.

Remarks:
Attorney-in-fact pursuant to the power of attorney dated December 11, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.