

Bizios Harry J
 Form 4
 November 14, 2012

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 *
 Bizios Harry J

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)
 11/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Pres/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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock, Par Value \$0.01 Per Share	11/12/2012		M		17,062 A \$ 50.25	52,822	D
Common Stock, Par Value \$0.01 Per Share	11/12/2012		D		12,875 D \$ 50.25	39,947	D
Common Stock, Par Value	11/12/2012		M		20,359 A \$ 50.19	60,306	D

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Value \$0.01 Per Share								
Common Stock, Par Value	11/12/2012		D	15,684	D	\$ 50.19	44,622	D
\$0.01 Per Share								
Common Stock, Par Value	11/12/2012		M	25,994	A	\$ 50.21	70,616	D
\$0.01 Per Share								
Common Stock, Par Value	11/12/2012		D	18,754	D	\$ 50.21	51,862	D
\$0.01 Per Share								
Common Stock, Par Value	11/12/2012		S	17,027	D	\$ 50.237 <u>(1)</u>	34,835	D
\$0.01 Per Share								

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 Underlying Sec (Instr. 3 and 4)
Non-qualified Stock Appreciation Right	\$ 30.845	11/12/2012		M	17,062	12/08/2007 ⁽²⁾ 12/08/2013	Common Stock, Par Value \$0.01 Per

Non-qualified Stock Appreciation Right	\$ 34.52	11/12/2012	M	20,359	12/06/2008 ⁽²⁾	12/06/2014	Share Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 28.24	11/12/2012	M	25,994	12/11/2009 ⁽²⁾	12/11/2015	Share Common Stock, Par Value \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bizios Harry J 2140 LAKE PARK BLVD. RICHARDSON, TX 75080			EVP, Pres/COO Commercial	

Signatures

John D. Torres, attorney-in-fact for Harry J.
 Bizios
 **Signature of Reporting Person
 11/14/2012
 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).
- Reflects a weighted average sale price of \$50.237 at prices ranging from \$50.09 to \$50.44 per share. The Reporting Person will provide,
- (1) 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) One third of the Stock Appreciation Rights became exercisable on each of the three anniversary dates following the date of grant, and the entire grant became fully exercisable at that time.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated May 12, 2010.

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.