

LENNOX INTERNATIONAL INC
 Form 4/A
 May 08, 2006

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 *
 MCDONOUGH ROBERT 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 BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/04/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

RICHARDSON, TX 75080

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/05/2006

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 (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	05/04/2006		S	275 ⁽¹⁾ D	\$ 32.37 298,727	D	
Common Stock, par value \$0.01 per share	05/04/2006		S	900 D	\$ 32.38 297,827	D	
Common Stock, par value \$0.01 per share	05/04/2006		S	300 D	\$ 32.39 297,527	D	

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Common Stock, par value \$0.01 per share	05/04/2006	S	2,500	D	\$ 32.4	295,027	D
Common Stock, par value \$0.01 per share	05/04/2006	S	2,000	D	\$ 32.41	293,027	D
Common Stock, par value \$0.01 per share	05/04/2006	S	2,500	D	\$ 32.42	290,527	D
Common Stock, par value \$0.01 per share	05/04/2006	S	3,500	D	\$ 32.43	287,027	D
Common Stock, par value \$0.01 per share	05/04/2006	S	5,000	D	\$ 32.44	282,027	D
Common Stock, par value \$0.01 per share	05/04/2006	S	7,600	D	\$ 32.45	274,427	D
Common Stock, par value \$0.01 per share	05/04/2006	S	4,600	D	\$ 32.46	269,827	D
Common Stock, par value \$0.01 per share	05/04/2006	S	6,900	D	\$ 32.47	262,927	D
Common Stock, par value \$0.01 per share	05/04/2006	S	6,300	D	\$ 32.48	256,627	D
Common Stock, par value \$0.01 per share	05/04/2006	S	2,769	D	\$ 32.49	253,858	D
Common Stock, par value \$0.01 per share	05/04/2006	S	8,349	D	\$ 32.5	245,509	D
	05/04/2006	S	5,200	D		240,309	D

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Common Stock, par value \$0.01 per share					\$ 32.51		
Common Stock, par value \$0.01 per share	05/04/2006	S	2,000	D	\$ 32.52	238,309	D
Common Stock, par value \$0.01 per share	05/04/2006	S	2,900	D	\$ 32.53	235,409	D
Common Stock, par value \$0.01 per share	05/04/2006	S	2,500	D	\$ 32.54	232,909	D
Common Stock, par value \$0.01 per share	05/04/2006	S	3,200	D	\$ 32.55	229,709	D
Common Stock, par value \$0.01 per share	05/04/2006	S	2,800	D	\$ 32.56	226,909	D
Common Stock, par value \$0.01 per share	05/04/2006	S	2,200	D	\$ 32.57	224,709	D
Common Stock, par value \$0.01 per share	05/04/2006	S	700	D	\$ 32.58	224,009	D
Common Stock, par value \$0.01 per share	05/04/2006	S	1,500	D	\$ 32.59	222,509	D
Common Stock, par value \$0.01 per share	05/04/2006	S	2,200	D	\$ 32.6	220,309	D
Common Stock, par value \$0.01 per share	05/04/2006	S	1,100	D	\$ 32.61	219,209	D
	05/04/2006	S	300	D		218,909	D

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Common Stock, par value \$0.01 per share					\$			
					32.62			
Common Stock, par value \$0.01 per share	05/04/2006		S	400	D	\$	218,509	D
						32.63		
Common Stock, par value \$0.01 per share	05/04/2006		S	500	D	\$	218,009	D
						32.7		
Common Stock, par value \$0.01 per share	05/04/2006		S	100	D	\$	217,909	D
						32.72		
Common Stock, par value \$0.01 per share	05/04/2006		S	1,200	D	\$	216,709	D
						32.76		

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONOUGH ROBERT J 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			Executive Vice President	

Signatures

William F. Stoll, Jr. for Robert J. McDonough	05/08/2006
<u> </u> 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) 66,018 of the shares sold on 5/4/06 were listed as a lump sum sale at \$32.675 on a Form 4 filed 5/5/06 which are set forth as individual sales herein.

Remarks:

Attorney-in-fact pursuant to power of attorney dated April 24, 2004.

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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