

LENNOX INTERNATIONAL INC

Form 4

April 29, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sessa Daniel 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)

04/28/2016

____ Director

☒ Officer (give title below) _____ 10% Owner
Other (specify below)

EVP, Chief HR Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01 Per Share	04/28/2016		S	4,016	D \$ 136.5615	40,920	D
Common Stock, Par Value \$0.01 Per Share	04/28/2016		M	779	A \$ 0	41,699	D
Common Stock, Par	04/28/2016		M	3,237	A \$ 0	44,936	D

Value
\$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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Appreciation Right	\$ 46.78	04/28/2016		M		2,042		12/09/2011 ⁽¹⁾	12/09/2017	Common Stock, Par Value \$0.01 Per Share	2
Non-qualified Stock Appreciation Right	\$ 34.06	04/28/2016		M		7,428		12/08/2012 ⁽²⁾	12/08/2018	Common Stock, Par Value \$0.01 Per Share	7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sessa Daniel M 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	EVP, Chief HR Officer

Signatures

/s/ James K. Markey, attorney-in-fact for Daniel M.
Sessa

04/29/2016

__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) 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.
- (2) 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.

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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