

LENNOX INTERNATIONAL INC

Form 4

August 26, 2005

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 *
SCHJERVEN ROBERT E

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 BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Executive Officer

RICHARDSON, TX 75080

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	08/25/2005		S	570 D \$ 24.4	784,543 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	08/25/2005		S	5,183 D \$ 24.31	779,360	D	
Common Stock, par value \$0.01 per share	08/25/2005		S	15,036 D \$ 24.3	764,324	D	

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Common Stock, par value \$0.01 per share	08/25/2005	S	340	D	\$ 24.29	763,984	D
Common Stock, par value \$0.01 per share	08/25/2005	S	2,563	D	\$ 24.28	761,421	D
Common Stock, par value \$0.01 per share	08/25/2005	S	8,031	D	\$ 24.26	753,390	D
Common Stock, par value \$0.01 per share	08/25/2005	S	4,784	D	\$ 24.25	748,606	D
Common Stock, par value \$0.01 per share	08/25/2005	S	5,753	D	\$ 24.24	742,853	D
Common Stock, par value \$0.01 per share	08/25/2005	S	11,391	D	\$ 24.23	731,462	D
Common Stock, par value \$0.01 per share	08/25/2005	S	2,848	D	\$ 24.22	728,614	D
Common Stock, par value \$0.01 per share	08/25/2005	S	2,848	D	\$ 24.2	725,766	D
Common Stock, par value \$0.01 per share	08/25/2005	S	604	D	\$ 24.18	725,162	D
Common Stock, par value \$0.01 per share	08/25/2005	S	5,639	D	\$ 24.17	719,523	D
Common Stock, par value \$0.01 per share	08/25/2005	S	570	D	\$ 24.15	718,953	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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SEC 1474
(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 Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHJERVEN ROBERT E 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			Chief Executive Officer	

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for Robert E.
Schjerven

08/26/2005

__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) Includes 113 shares acquired through broker-administered dividend arrangement from cash dividends paid on ESPP shares, which is intended to qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code of 1986, as amended.

Remarks:

Attorney-in-fact pursuant to power of attorney dated April 23, 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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