

ASHENHURST HARRY J

Form 4

November 02, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ASHENHURST HARRY J

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)

10/31/2005

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

Chief Administrative Officer

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

RICHARDSON, TX 75080

(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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	10/31/2005		M		33,000	A	\$ 13.314
Common Stock, par value \$0.01 per share	10/31/2005		S		2,300	D	\$ 27.7
Common Stock, par	10/31/2005		S		100	D	\$ 27.72

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	10/31/2005	S	2,000	D	\$ 27.74	306,435	D
Common Stock, par value \$0.01 per share	10/31/2005	S	1,600	D	\$ 27.76	304,835	D
Common Stock, par value \$0.01 per share	10/31/2005	S	300	D	\$ 27.71	304,535	D
Common Stock, par value \$0.01 per share	10/31/2005	S	400	D	\$ 27.73	304,135	D
Common Stock, par value \$0.01 per share	10/31/2005	S	26,000	D	\$ 27.75	278,135	D
Common Stock, par value \$0.01 per share	10/31/2005	S	300	D	\$ 27.77	277,835	D
Common Stock, par value \$0.01 per share	10/31/2005	S	400	D	\$ 27.74	277,435	D
Common Stock, par value \$0.01 per share	10/31/2005	S	900	D	\$ 27.76	276,535	D
Common Stock, par value	10/31/2005	S	12,200	D	\$ 27.8	264,335	D

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\$0.01 per
share

Common
Stock, par

value

10/31/2005

S

433

D

\$ 27.77 263,902

D

\$0.01 per
share

Common
Stock, par

value

10/31/2005

S

400

D

\$ 27.79 263,502

D

\$0.01 per
share

Common
Stock, par

value

10/31/2005

S

800

D

\$ 27.78 262,702

D

\$0.01 per
share

Common
Stock, par

value

10/31/2005

S

100

D

\$ 27.75 262,602

D

\$0.01 per
share

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.

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 Ar Underlying Se (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A C M C
Non-Qualified Stock Option (right to buy)	\$ 13.314	10/31/2005		M		33,000		12/13/1996 ⁽¹⁾	12/13/2006	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHENHURST HARRY J 2140 LAKE PARK BOULEVARD RICHARDSON, TX 75080			Chief Administrative Officer	

Signatures

/s/ William F. Stoll, Jr., Attorney-in-fact for Harry J.
Ashenhurst

11/02/2005

—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) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

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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