

BEDAPUDI PRAKASH

Form 4

November 27, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
BEDAPUDI PRAKASH

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)  
11/26/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Technology Officer

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01 Per Share	11/26/2012		S		12,598	D	\$ 52.323 (1)
Common Stock, Par Value \$0.01 Per Share	11/26/2012		M		1,949	A	\$ 52.38 15,964
Common Stock, Par Value \$0.01 Per Share	11/26/2012		M		8,497	A	\$ 52.37 24,461

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Value  
\$0.01 Per  
Share

Common  
Stock, Par

Value 11/26/2012 M 1,876 A \$ 52.37 26,337 D

\$0.01 Per  
Share

Common  
Stock, Par

Value 11/26/2012 M 276 A \$ 52.35 26,613 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.**

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Appreciation Right	\$ 29.245	11/26/2012		M	6,000	07/07/2009 <sup>(2)</sup> 07/07/2015	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 28.24	11/26/2012		M	25,994	12/11/2009 <sup>(2)</sup> 12/11/2015	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 36.935	11/26/2012		M	10,018	12/10/2010 <sup>(2)</sup> 12/10/2016	Common Stock, Par Value \$0.01 Per

