

Bluedorn Todd M
Form 4
March 19, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bluedorn Todd 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)
03/15/2018

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01 Per Share	03/15/2018		A		41,316	A	\$ 211.61 214,976
Common Stock, Par Value \$0.01 Per Share	03/15/2018		F		16,258	D	\$ 211.61 198,718
Common Stock, Par	03/16/2018		S ⁽¹⁾		300	D	\$ 198,418 200.287

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Value					(2)		
\$0.01 Per							
Share							
Common							
Stock, Par					\$		
Value	03/16/2018	S(1)	500	D	201.579	197,918	D
\$0.01 Per					(3)		
Share							
Common							
Stock, Par					\$		
Value	03/16/2018	S(1)	900	D	202.559	197,018	D
\$0.01 Per					(4)		
Share							
Common							
Stock, Par					\$		
Value	03/16/2018	S(1)	1,100	D	206.935	195,918	D
\$0.01 Per					(5)		
Share							
Common							
Stock, Par					\$		
Value	03/16/2018	S(1)	2,300	D	207.298	193,618	D
\$0.01 Per					(6)		
Share							
Common							
Stock, Par					\$		
Value	03/16/2018	S(1)	1,300	D	208.845	192,318	D
\$0.01 Per					(7)		
Share							
Common							
Stock, Par					\$		
Value	03/16/2018	S(1)	3,300	D	209.674	189,018	D
\$0.01 Per					(8)		
Share							
Common							
Stock, Par					\$		
Value	03/16/2018	S(1)	13,700	D	211.289	175,318	D
\$0.01 Per					(9)		
Share							
Common							
Stock, Par					\$		
Value	03/16/2018	S(1)	1,658	D	211.64	173,660	D
\$0.01 Per					(10)		
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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following the Transaction (Instr. 10)
				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
Bluedorn Todd M 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X		Chairman and CEO	

Signatures

/S/ Sarah Braley, attorney-in-fact for Todd M.
Bluedorn

03/19/2018

__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) This sale was effected pursuant to a Rule 10b5-1 trading plan.

(2) Reflects a weighted average sale price of \$200.287 at prices ranging from \$200.03 to \$200.79 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Reflects a weighted average sale price of \$201.579 at prices ranging from \$201.10 to \$201.99 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) Reflects a weighted average sale price of \$202.559 at prices ranging from \$202.36 to \$203.32 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(5)

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Reflects a weighted average sale price of \$206.935 at prices ranging from \$206.05 to \$207.04 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (6) Reflects a weighted average sale price of \$207.298 at pricing ranging from \$207.05 to \$207.92 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (7) Reflects a weighted average sale price of \$208.845 at prices ranging from \$208.24 to \$209.06 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (8) Reflects a weighted average sale price of \$209.674 at prices ranging from \$209.38 to \$210.12 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (9) Reflects a weighted average sale price of \$211.289 at prices ranging from \$210.49 to \$211.45 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (10) Reflects a weighted average sale price of \$211.64 at prices ranging from \$211.49 to \$212.20 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 6, 2017.

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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