

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <b>BEDAPUDI PRAKASH</b>			2. Issuer Name and Ticker or Trading Symbol <b>LENNOX INTERNATIONAL INC [ LI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP, Chief Technology Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/13/2015</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2140 LAKE PARK BLVD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>RICHARDSON TX</b>		<b>75080</b>	(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	02/13/2015		S		9,179	D	\$104.3	13,340	D	
Common Stock, Par Value \$0.01 Per Share	02/13/2015		M		3,237	A	\$0	16,577	D	
Common Stock, Par Value \$0.01 Per Share	02/13/2015		M		3,114	A	\$0	19,691	D	
Common Stock, Par Value \$0.01 Per Share	02/13/2015		M		2,828	A	\$0	22,519	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-qualified Stock Appreciation Right	\$46.78	02/13/2015		M		8,168		12/09/2011 <sup>(1)</sup>	12/09/2017	Common Stock, Par Value \$0.01 Per Share	8,168	\$0	0	D
Non-qualified Stock Appreciation Right	\$34.06	02/13/2015		M		6,367		12/08/2012 <sup>(2)</sup>	12/08/2018	Common Stock, Par Value \$0.01 Per Share	6,367	\$0	0	D
Non-qualified Stock Appreciation Right	\$51.11	02/13/2015		M		9,163		12/06/2013 <sup>(3)</sup>	12/06/2019	Common Stock, Par Value \$0.01 Per Share	9,163	\$0	4,582	D

**Explanation of Responses:**

- One third of the Stock Appreciation Rights became exercisable on 12/9/2011 and each year thereafter. The entire grant became fully exercisable on 12/9/2013.
- One third of the Stock Appreciation Rights became exercisable on 12/8/2012 and each year thereafter. The entire grant became fully exercisable on 12/8/2014.
- One third of the Stock Appreciation Rights became exercisable on 12/6/2013 and each year thereafter. The entire grant will become fully exercisable on 12/6/2015.

**Remarks:**

Attorney-in-fact pursuant to power of attorney dated December 7, 2012.

/s/ James K. Markey, attorney-in-fact for Prakash Bedapudi 02/16/2015

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

