

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* BEDAPUDI PRAKASH (Last) (First) (Middle) 2140 LAKE PARK BLVD (Street) RICHARDSON TX 75080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol LENNOX INTERNATIONAL INC [LIU]	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) EVP, Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/26/2012	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	11/26/2012		S		12,598	D	\$52.323 ⁽¹⁾	14,015	D	
Common Stock, Par Value \$0.01 Per Share	11/26/2012		M		1,949	A	\$52.38	15,964	D	
Common Stock, Par Value \$0.01 Per Share	11/26/2012		M		8,497	A	\$52.37	24,461	D	
Common Stock, Par Value \$0.01 Per Share	11/26/2012		M		1,876	A	\$52.37	26,337	D	
Common Stock, Par Value \$0.01 Per Share	11/26/2012		M		276	A	\$52.35	26,613	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						Title
Non-qualified Stock Appreciation Right	\$29.245	11/26/2012		M		6,000		07/07/2009 ⁽²⁾	07/07/2015	Common Stock, Par Value \$0.01 Per Share	6,000	\$0	0	D	
Non-qualified Stock Appreciation Right	\$28.24	11/26/2012		M		25,994		12/11/2009 ⁽²⁾	12/11/2015	Common Stock, Par Value \$0.01 Per Share	25,994	\$0	0	D	
Non-qualified Stock Appreciation Right	\$36.935	11/26/2012		M		10,018		12/10/2010 ⁽²⁾	12/10/2016	Common Stock, Par Value \$0.01 Per Share	10,018	\$0	5,009	D	
Non-qualified Stock Appreciation Right	\$46.78	11/26/2012		M		4,084		12/09/2011 ⁽²⁾	12/09/2017	Common Stock, Par Value \$0.01 Per Share	4,084	\$0	8,168	D	

Explanation of Responses:

- Reflects a weighted average sale price of \$52.323 at prices ranging from \$52.30 to \$52.38 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.
- One third of the Stock Appreciation Rights became exercisable on each of the three anniversary dates following the date of grant, and the entire grant became fully exercisable at that time.

Remarks:

Attorney-in-fact pursuant to Power of Attorney dated May 12, 2010.

/s/ John D. Torres, attorney-in-fact for Prakash Bedapudi 11/27/2012

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.

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