

<b>OMB APPROVAL</b>	
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**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

1. Name and Address of Reporting Person* <u>BEDAPUDI PRAKASH</u>  (Last) (First) (Middle) 2140 LAKE PARK BLVD  (Street) RICHARDSON TX 75080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC [ LIU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) EVP, Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/12/2014		S <sup>(1)</sup>		7,772	D	\$88.605	13,011	D	
Common Stock, Par Value \$0.01 Per Share	02/12/2014		M		2,079	A	\$0	15,090	D	
Common Stock, Par Value \$0.01 Per Share	02/12/2014		M		5,693	A	\$0	20,783	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	\$36.935	02/12/2014		M			5,009	12/10/2010 <sup>(2)</sup>	12/10/2016	Common Stock, Par Value \$0.01 Per Share	5,009	\$0	0	D	
Non-qualified Stock Appreciation Right	\$34.06	02/12/2014		M			12,734	12/08/2012 <sup>(3)</sup>	12/08/2018	Common Stock, Par Value \$0.01 Per Share	12,734	\$0	6,367	D	

**Explanation of Responses:**

- Reflects a weighted average sale price of \$88.605 at prices ranging from \$88.60 to \$88.66 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 12/10/2010 and each year thereafter. The entire grant became fully exercisable on 12/10/2012.
- One third of the Stock Appreciation Rights became exercisable on 12/8/2012 and each year thereafter. The entire grant will become fully exercisable on 12/8/2014.

**Remarks:**

Attorney-in-fact pursuant to Power of Attorney dated December 3, 2012.

/s/ James K. Markey, attorney-in-fact for Prakash Bedapudi 02/13/2014

\*\* 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.

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