

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RUMBOUGH ROY A</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 [LI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>VP, CAO & Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2017	
		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	02/09/2017		S		706	D	\$163.2912	1,399	D	
Common Stock, Par Value \$0.01 Per Share	02/09/2017		M		323	A	\$0	1,722	D	
Common Stock, Par Value \$0.01 Per Share	02/09/2017		M		275	A	\$0	1,997	D	
Common Stock, Par Value \$0.01 Per Share	02/09/2017		M		108	A	\$0	2,105	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	\$81.105	02/09/2017		M		955		12/12/2014 ⁽¹⁾	12/12/2020	Common Stock, Par Value \$0.01 Per Share	955	\$0	0	D	
Non-qualified Stock Appreciation Right	\$92.64	02/09/2017		M		881		12/12/2015 ⁽²⁾	12/12/2021	Common Stock, Par Value \$0.01 Per Share	881	\$0	881	D	
Non-qualified Stock Appreciation Right	\$131.94	02/09/2017		M		769		12/11/2016 ⁽³⁾	12/11/2022	Common Stock, Par Value \$0.01 Per Share	769	\$0	1,539	D	

Explanation of Responses:

- One third of the Stock Appreciation Rights became exercisable on 12/12/2014 and each year thereafter. The entire grant became fully exercisable on 12/12/2016.
- One third of the Stock Appreciation Rights became exercisable on 12/12/2015 and each year thereafter. The entire grant will become fully exercisable on 12/12/2017.
- One third of the Stock Appreciation Rights will become exercisable on 12/11/2016 and each year thereafter. The entire grant will become fully exercisable on 12/11/2018.

Remarks:

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

/s/ James K. Markey, attorney-in-fact for Roy A. Rumbough, Jr. 02/10/2017

** 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.

