

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>Sessa Daniel M</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 [LIH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) EVP, Chief HR Officer
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 Per Share	12/31/2013		J4 ⁽¹⁾⁽²⁾	18,937.5	D	\$0	29,254.5	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)	
					(A)	(D)	Date Exercisable	Expiration Date						
Non-qualified Stock Appreciation Right	\$46.78	12/31/2013		4J ⁽³⁾		2,042	12/09/2011	12/09/2017	Common Stock, Par Value \$0.01 Per Share	2,042	\$46.78	2,042	D	
Non-qualified Stock Appreciation Right	\$34.06	12/31/2013		4J ⁽⁴⁾		5,306	12/08/2012	12/08/2018	Common Stock, Par Value \$0.01 Per Share	5,306	\$34.06	7,428	D	
Non-qualified Stock Appreciation Right	\$51.11	12/31/2013		4J ⁽⁵⁾		4,200	12/06/2013	12/06/2019	Common Stock, Par Value \$0.01 Per Share	4,200	\$51.11	9,545	D	

Explanation of Responses:

- On December 31, 2013, the reporting person transferred 15,280.50 shares of Lennox International Inc. common stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- On December 31, 2013, the reporting person gave his ex-wife the right to receive the proceeds from 3,657 of his RSUs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of 3,657 Lennox International Inc. securities for that reason.
- On December 31, 2013, the reporting person gave his ex-wife the right to receive the proceeds from 2,042 of these SARs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of that portion of these SARs.
- On December 31, 2013, the reporting person gave his ex-wife the right to receive the proceeds from 5,306 of these SARs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of that portion of these SARs.
- On December 31, 2013, the reporting person gave his ex-wife the right to receive the proceeds from 4,200 of these SARs pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of that portion of these SARs.

Remarks:

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

/s/ James K. Markey, attorney-in-fact for Daniel M. Sessa 02/06/2014

** 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.

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.