

**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* <u>Bizios Harry J</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Pres/COO Commercial</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2012</u>			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		
<u>2140 LAKE PARK BLVD.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>RICHARDSON TX</u>	<u>75080</u>						
(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	11/12/2012		M		17,062	A	\$50.25	52,822	D	
Common Stock, Par Value \$0.01 Per Share	11/12/2012		D		12,875	D	\$50.25	39,947	D	
Common Stock, Par Value \$0.01 Per Share	11/12/2012		M		20,359	A	\$50.19	60,306	D	
Common Stock, Par Value \$0.01 Per Share	11/12/2012		D		15,684	D	\$50.19	44,622	D	
Common Stock, Par Value \$0.01 Per Share	11/12/2012		M		25,994	A	\$50.21	70,616	D	
Common Stock, Par Value \$0.01 Per Share	11/12/2012		D		18,754	D	\$50.21	51,862	D	
Common Stock, Par Value \$0.01 Per Share	11/12/2012		S		17,027	D	\$50.237 <sup>(1)</sup>	34,835	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	\$30.845	11/12/2012		M		17,062		12/08/2007 <sup>(2)</sup>	12/08/2013	Common Stock, Par Value \$0.01 Per Share	17,062	\$0	0	D	
Non-qualified Stock Appreciation Right	\$34.52	11/12/2012		M		20,359		12/06/2008 <sup>(2)</sup>	12/06/2014	Common Stock, Par Value \$0.01 Per Share	20,359	\$0	0	D	
Non-qualified Stock Appreciation Right	\$28.24	11/12/2012		M		25,994		12/11/2009 <sup>(2)</sup>	12/11/2015	Common Stock, Par Value \$0.01 Per Share	25,994	\$0	0	D	

**Explanation of Responses:**

- Reflects a weighted average sale price of \$50.237 at prices ranging from \$50.09 to \$50.44 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.

John D. Torres, attorney-in-fact 11/14/2012  
for Harry J. Bizios

\*\* Signature of Reporting Person Date

\* 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.**