

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-15**
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ISSUER

LENNOX INTERNATIONAL INC

CIK: **1069202** | IRS No.: **420991521** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **3585** Air-cond & warm air heatg equip & comm & indl refrig equip

Mailing Address
2140 LAKE PARK BLVD
RICHARDSON TX 75080

Business Address
2140 LAKE PARK BLVD
RICHARDSON TX 75080
972-497-5000

REPORTING OWNER

NORRIS JOHN W III

CIK: **1139032**
Type: **4** | Act: **34** | File No.: **001-15149** | Film No.: **13531078**

Mailing Address
C/O LENNOX
INTERNATIONAL INC.
2140 LAKE PARK
BOULEVARD
RICHARDSON TX
76080-2254

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person NORRIS JOHN W III			2. Issuer Name and Ticker or Trading Symbol LENNOX INTERNATIONAL INC [LI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2013					
2140 LAKE PARK BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) RICHARDSON, TX 75080								
(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	01/15/2013		A	(1)	95	A	\$52.52	275,338	D	
Common Stock, Par Value \$0.01 Per Share								16,147	I	Son
Common Stock, Par Value \$0.01 Per Share								15,823	I	Spouse (2)
Common Stock, Par Value \$0.01 Per Share								12,225	I	B.w. Norris Trust
Common Stock, Par Value \$0.01 Per Share								11,301	I	L. C. Norris Trust
Common Stock, Par Value \$0.01 Per Share								2,545,105	I	Norris Family Ltd. P (2)
Common Stock, Par Value \$0.01 Per Share								12,225	I	W.h. Norris Trust
Common Stock, Par Value \$0.01 Per Share								1,000	I	Daughter
Common Stock, Par Value \$0.01 Per Share								9,547	I	Son

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Director's Quarterly Stock Compensation
2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

Attorney-in-fact pursuant to the power of attorney dated December 7, 2012.

Signatures

/s/ James K. Markey, attorney-in-fact for Mr. John W. Norris III

** Signature of Reporting Person

01/15/2013

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.