

Bluedorn Todd M
Form 4
October 31, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bluedorn Todd M

2. Issuer Name and Ticker or Trading Symbol
LENNOX INTERNATIONAL INC
[LII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2140 LAKE PARK BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

RICHARDSON, TX 75080

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	(D)	Price
Common Stock, Par Value \$0.01 Per Share	10/29/2018		M		13,447	A	\$ 0 138,767
Common Stock, Par Value \$0.01 Per Share	10/29/2018		F		5,291	D	\$ 0 133,476
Common Stock, Par Value	10/30/2018		S ⁽¹⁾		100	D	\$ 200.585 133,376

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Value					<u>(2)</u>		
\$0.01 Per Share							
Common Stock, Par Value	10/30/2018	<u>S(1)</u>	500	D	\$ 202.768	132,876	D
\$0.01 Per Share					<u>(3)</u>		
Common Stock, Par Value	10/30/2018	<u>S(1)</u>	600	D	\$ 204.625	132,276	D
\$0.01 Per Share					<u>(4)</u>		
Common Stock, Par Value	10/30/2018	<u>S(1)</u>	900	D	\$ 205.393	131,376	D
\$0.01 Per Share					<u>(5)</u>		
Common Stock, Par Value	10/30/2018	<u>S(1)</u>	1,043	D	\$ 206.63	130,333	D
\$0.01 Per Share					<u>(6)</u>		
Common Stock, Par Value	10/30/2018	<u>S(1)</u>	2,302	D	\$ 207.836	128,031	D
\$0.01 Per Share					<u>(7)</u>		
Common Stock, Par Value	10/30/2018	<u>S(1)</u>	1,871	D	\$ 208.816	126,160	D
\$0.01 Per Share					<u>(8)</u>		
Common Stock, Par Value	10/30/2018	<u>S(1)</u>	840	D	\$ 209.454	125,320	D
\$0.01 Per Share					<u>(9)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Non-qualified Stock Appreciation Right	\$ 81.14	10/29/2018		M ⁽¹⁰⁾	22,546	12/13/2014 ⁽¹¹⁾	12/13/2020	Common Stock, Par Value \$0.01 Per Share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bluedorn Todd M 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X		Chairman and CEO	

Signatures

/S/ Sarah Braley, attorney-in-fact for Todd M. Bluedorn 10/31/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) This sale was effected pursuant to a Rule 10b5-1 plan.
Reflects a weighted average sale price of \$200.585 at prices ranging from \$200.45 to \$200.72 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.
 - (3) Reflects a weighted average sale price of \$202.768 at pricing ranging from \$202.48 to \$203.17 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.
 - (4) Reflects a weighted average sale price of \$204.625 at prices ranging from \$203.99 to \$204.97 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.
 - (5) Reflects a weighted average sale price of \$205.393 at prices ranging from \$205.05 to \$205.99 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.
 - (6) Reflects a weighted average sale price of \$206.63 at prices ranging from \$206.17 to \$207.07 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.

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- (7) Reflects a weighted average sale price of \$207.836 at prices ranging from \$207.30 to \$208.26 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.
- (8) Reflects a weighted average sale price of \$208.816 at prices ranging from \$208.31 to \$209.28 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.
- (9) Reflects a weighted average sale price of \$209.454 at prices ranging from \$209.32 to \$209.79 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.
- (10) This exercise was effected pursuant to a Rule 10b5-1 trading plan.
- (11) One third of the Stock Appreciation Rights became exercisable on 12/13/14 and each year thereafter. The entire grant became fully exercisable on 12/13/16.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 6, 2017.

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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