

LENNOX INTERNATIONAL INC

Form 4

February 10, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Torres John D

2. Issuer Name **and** Ticker or Trading  
Symbol

LENNOX INTERNATIONAL INC  
[LIH]

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)  
02/09/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP, Chief Legal Officer

RICHARDSON, TX 75080

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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		5,934	D	\$ 163.832 <u>(1)</u>	6,963	D
Common Stock, Par Value \$0.01 Per Share	02/09/2017		S		300	D	\$ 164.282 <u>(2)</u>	6,663	D
Common Stock, Par	02/09/2017		M		1,285	A	\$ 0	7,948	D

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Value  
\$0.01 Per  
Share

Common  
Stock, Par

Value 02/09/2017 M 2,069 A \$ 0 10,017 D

\$0.01 Per  
Share

Common  
Stock, Par

Value 02/09/2017 M 380 A \$ 0 10,397 D

\$0.01 Per  
Share

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

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SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Appreciation Right	\$ 81.105	02/09/2017		M		3,537		12/12/2014 <sup>(3)</sup>	12/12/2020	Common Stock, Par Value \$0.01 Per Share	3
Non-qualified Stock Appreciation Right	\$ 92.64	02/09/2017		M		6,523		12/12/2015 <sup>(4)</sup>	12/12/2021	Common Stock, Par Value \$0.01 Per Share	6
Non-qualified Stock Appreciation	\$ 131.94	02/09/2017		M		2,653		12/11/2016 <sup>(5)</sup>	12/11/2022	Common Stock, Par Value	2

Right

\$0.01 Per  
Share

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Torres John D 2140 LAKE PARK BLVD RICHARDSON, TX 75080	EVP, Chief Legal Officer

## Signatures

/s/ James K. Markey, attorney-in-fact for John D.  
Torres

02/10/2017

\_\_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).
  - Reflects a weighted average sale price of \$163.832 at prices ranging from \$163.22 to \$164.21 per share. The Reporting Person will
  - (1) 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.
  - Reflects a weighted average sale price of \$164.282 at prices ranging from \$164.23 to \$164.36 per share. The Reporting Person will
  - (2) 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) 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.
  - (4) One third of the Stock Appreciation Rights will become exercisable on 12/12/2015 and each year thereafter. The entire grant will become fully exercisable on 12/12/2017.
  - (5) 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.

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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