Edgar Filing: JOHNSTON TERRY L - Form 4

JOHNSTON Form 4											
December 1									OMB AF	PROVAL	
FORM	4 UNITED	STATES		RITIES A shington,			NGE CO	OMMISSION	OMB Number:	3235-0287	
Check th				8,	,				Expires:	January 31,	
if no lon subject t Section Form 4 c Form 5	o STATEN 16. or Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expires: 2005 Estimated average burden hours per response 0.5	
obligatic may con <i>See</i> Instr 1(b).	tinue.			tility Hold westment	•	· ·		1935 or Sectior)	1		
(Print or Type	Responses)										
JOHNSTON TERRY L Symbol								5. Relationship of Reporting Person(s) to Issuer			
		LENNOX INTERNATIONAL INC [LII]					(Check all applicable)				
				of Earliest Transaction Day/Year) 2017				Director 10% Owner X Officer (give title Other (specify below) EV/D Precident (COC Commencial			
				f Amendment, Date Original				EVP, President/COO Commercial 6. Individual or Joint/Group Filing(Check			
RICHARD	SON, TX 75080			nth/Day/Year	-	1		Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, Par Value \$0.01 Per Share	12/08/2017			Code V	Amount 3,883	(D) A	Price \$ 46.78	(Instr. 3 and 4) 25,667	D		
Common Stock, Par Value \$0.01 Per Share	12/08/2017			F	2,140	D	\$ 206.66	23,527	D		
Common Stock, Par	12/08/2017			А	1,319	А	\$0	24,846	D		

Value \$0.01 Per Share

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

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 control number.

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. Transactio Code (Instr. 8)	5. Numb orDerivati Securitic Acquire Dispose (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Appreciation Right	\$ 46.78	12/08/2017		М		3,883	12/09/2011 <u>(1)</u>	12/09/2017	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation Right	\$ 205.53	12/08/2017		А	5,321		12/08/2018 <u>(2)</u>	12/08/2024	Common Stock, Par Value \$0.01 Per Share

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director 10% Owner Officer		Officer	Other			
JOHNSTON TERRY L 2140 LAKE PARK BLVD. RICHARDSON, TX 75080			EVP, President/COO Commercial				
Signatures							
/s/ Sarah Braley, attorney-in-fact for Mr. Terry L.							
Johnston			12/11/2017				
<u>**</u> Signature of Reporti	ing Person	Date					

Reporting Owners

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) One third of the Stock Appreciation Rights became exercisable on 12/9/2011 and each year thereafter. The entire grant became fully exercisable on 12/9/2013.
- (2) One third of the Stock Appreciation Rights will become exercisable on 12/8/2018 and each year thereafter. The entire grant will become fully exercisable on 12/8/2020.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.