

Sessa Daniel M
Form 4
February 15, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sessa Daniel M

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)
02/13/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Chief HR Officer

RICHARDSON, TX 75080

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

(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)
Common Stock, Par Value \$0.01 Per Share	02/13/2019		M ⁽¹⁾	7,552 A \$ 0	52,464	D	
Common Stock, Par Value \$0.01 Per Share	02/13/2019		F	2,371 D \$ 0	50,093	D	
Common Stock, Par	02/14/2019		S ⁽²⁾	512 D \$ 244.558	49,581	D	

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Value					(3)		
\$0.01 Per							
Share							
Common							
Stock, Par					\$		
Value	02/14/2019	S(2)	1,830	D	245.665	47,751	D
\$0.01 Per					(4)		
Share							
Common							
Stock, Par					\$		
Value	02/14/2019	S(2)	2,839	D	246.485	44,912	D
\$0.01 Per					(5)		
Share							

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)

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	\$ 51.11	02/13/2019		M <u>(1)</u>	9,545	12/06/2013	12/06/2019	Common Stock, Par Value \$0.01 Per Share	9,545

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sessa Daniel M 2140 LAKE PARK BLVD.	EVP, Chief HR Officer

RICHARDSON, TX 75080

Signatures

/s/ Sarah Braley, attorney-in-fact for Daniel M.

Sessa

02/15/2019

__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 exercise was effected pursuant to a Rule 10b5-1 trading plan.

(2) This sale was effected pursuant to a 10b5-1 trading plan.

Reflects a weighted average sale price of \$244.558 at prices ranging from \$244.06 to \$244.93 per share. The Reporting Person will
(3) 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 \$245.665, at prices ranging from \$245.16 to \$246.15 per share. The Reporting Person will
(4) 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 \$246.485, at prices ranging from \$246.16 to \$246.92 per share. The Reporting Person will
(5) 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.

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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