

JOHNSTON TERRY L

Form 4

February 27, 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

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSTON TERRY L

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)

RICHARDSON, TX 75080

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2019

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, President/COO Commercial

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)
Common Stock, Par Value \$0.01 Per Share	02/25/2019		M	5,469 A \$ 0	27,131	D	
Common Stock, Par Value \$0.01 Per Share	02/25/2019		M	5,382 A \$ 0	32,513	D	
Common Stock, Par	02/25/2019		F	2,152 D \$ 0	30,361	D	

Value  
\$0.01 Per  
Share

Common  
Stock, Par

Value	02/25/2019	F	1,527	D	\$ 0	28,834	D
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\$0.01 Per  
Share

Common  
Stock, Par

Value	02/26/2019	S <sup>(1)</sup>	3,855	D	\$ 245.53	24,979	D
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\$0.01 Per  
Share

Common  
Stock, Par

Value	02/26/2019	S <sup>(1)</sup>	3,317	D	\$ 245.53	21,662	D
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\$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.**

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 Date	Title
Non-qualified Stock Appreciation Right	\$ 51.11	02/25/2019		M <sup>(2)</sup>	6,872	12/06/2013 <sup>(3)</sup> 12/06/2019	Common Stock, Par Value \$0.01 Per Share
Non-qualified Stock Appreciation	\$ 81.105	02/25/2019		M <sup>(2)</sup>	7,958	12/12/2014 <sup>(4)</sup> 12/12/2020	Common Stock, Par Value

Right

\$0.01 Per  
Share

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    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

02/27/2019

\_\_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 sale was effected pursuant to a Rule 10b5-1 trading plan.
- (2) This exercise was effected pursuant to a Rule 10b5-1 trading plan.
- (3) One third of the Stock Appreciation Rights became exercisable on 12/6/2013 and each year thereafter. The entire grant became fully exercisable on 12/6/2015.
- (4) 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.

### 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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