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LENNOX INTERNATIONAL INC

Form 4

May 10, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- Name and Address of Reporting Person(s)
 Norris, Jr., John W.
 2140 Lake Park Blvd.
 Richardson, TX 75080
- Issuer Name and Ticker or Trading Symbol Lennox International Inc. (LII)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year 4/30/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 [X] Director
 [] 10% Owner
 - [] Officer (give title below) [] Other (specify below) Chairman of the Board
- 7. 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	2) Trans- action Date (Month/	action Code	4.Securities Acquired(A) or Disposed of (D) A or			5) Amount of Securities Beneficially Owned at	6) sh Di or
	Day/Year) 	Code V 	Amount	D 	Price	End of Month	[)
Common Stock, par value \$0.01 per share	4/1/02	A(1) V	468	Α	\$13.36	321,750 663,135 2,643,023 321,750 201,729	I I I

1

Table II (PART 1)	Derivative Securities Acquired,	Disposed of, or	Beneficially Owned	(Columns 1

1) Title of Derivative	2)Conversion	3)Trans-	4)Trans-	5)Number of Deriv
Security	or Exercise	action	action	Securities Acquir
	Price of	Date	Code	or Disposed of (D

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Derivative				
Security	Code	V	A	D

Table II (PART 2)	Derivative	Securities	Acquired,	Disposed of,	or Benefic	ially Owned	(Columns 1
1)Title of Derivat Security	ive	,	7) Title ar of Underly Securities	ying	Amount or Number of Shares	8)Price of Deri- vative Security	9) Number o Derivative Securities Beneficial Owned at End of Mon

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: John W. Norris, Jr. DATE 5/8/02