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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.
- 1. Name and Address of Reporting Person(s) $\,$

Byrne, James J.

2140 Lake Park Blvd.

Richardson, Texas 75080-2254

- 2. 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 4/02
- 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)
- 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- 3.Trans- action action Date Code (Month/ | | 4.Securities Acquired(A) or Disposed of (D) A or | | | 5) Amount of Securities Beneficially Owned at | 6. Fo (D In |
|--|---|--------|---|---|---------|--|----------------------|
| | Day/Year) | Code V | Amount | D | Price | End of Month | (I |
| Common Stock, par value \$0.01 per share | 4/1/02 | A(1) V | 281 | А | \$13.36 | 35 , 972 | D |

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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

| 1)Title of Derivative Security | 2)Conversion or Exercise Price of | 3)Trans- action Date | 4)Trans- action Code | 5) Number of Deri Securities Acqui or Disposed of (| red (A) |
|-----------------------------------|---|----------------------------|----------------------------|---|---------|
| | Derivative Security | | Code V | A | D |

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Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

| 1)Title of Derivative Security | • | 7) Title and Amount of Underlying Securities | Amount or Number of Shares | 8)Price of Deri- vative Security | 9) Numb Deriva Securi Benefi Owned End of |
|-----------------------------------|---|--|----------------------------------|---|---|
| | | 11010 | Diales | | Elia Ol |

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: James J. Byrne DATE 5/8/02