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SMITH DENNIS H

Form 4

June 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) Smith, Dennis H.

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 5/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[] Director

[] 10% Owner

- [X] Officer (give title below) [] Other (specify below) President, Service Experts Inc
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] Form filed by One Reporting Person
 - $[\]$ Form filed by More than One Reporting Person

Tabla T	Non-Derivative	Sogurition	7 consirod	Dichard	o f	Or	Ronoficially	Oranod
Tante T	NOIL DELIVACIONE	DECUTTUTED	ACGULLEGI	DISDOSEG	O.L.	O_{\perp}	Deliettctatt	Owned

1) Title of Security	2)Trans- 3.Trans- action action Date Code		- 4.Securities Acquired(A) or Disposed of (D) A			5) Amount of Securities Beneficially	6. Ow Form: (D) o
	(Month/ Day/Year)	Code V	Amount	or D	Price	Owned at End of Month	Indir (I)
Common Stock, par value \$0.01 per share	5/17/02	A(1) V	28,00	00 2	A.	38,000	Di

1

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

1) Title of Derivative	2)Conversion	3)Trans-	4)Trans-	5) Number of Derivative	6)
Security	or Exercise	action	action	Securities Acquired (A)	Eχ
	Price of	Date	Code	or Disposed of (D)	
	Derivative				
	Security		Code V	A D	Da
					ļ

Non-Qualified Stock Option \$16.21 5/17/02 A V 2,100

(2

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(right to buy)

Table II (PART 2) Derivati	ve Securities	Acquired, Disposed of	f, or Beneficia	ally Owned	(Columns 1
1)Title of Derivative Security	3)Trans- action Date	7)Title and Amount of Underlying Securities		8)Price of Deri- vative Security	9)Number Derivati Securiti Benefici
			Amount or		Owned at
			Number of		End of M
		Title	Shares		
Non-Qualified Stock Option (right to buy)	5/17/02	Common Stock, \$0.01 par value per share	2,100		2,100

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: Dennis H. Smith DATE 6/7/02