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SMITH DENNIS H
Form 4
December 16, 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
        12/12/02
      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
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[ ] Form filed by More than One Reporting Person

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1)Title of Security	2)Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (M/D/Y)		4.Securi or Dispo Amount		-	5)Amount of Securities Beneficially Owned at End of Month	6. Fo (D In (I
Common Stock, par value \$0.01 per share	12/12/02		A(1)	28,000	А		81,500	D

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1

Table II (PART 1) Deriv	vative Secu	rities Acqu	ired, Dis	posed of,	or Beneficially	y Owned (Columns 1
1)Title of Derivative Security	2)Conver sion or Exercise Price of Deri vative	3)Trans- action Date (Month/ Day/ Year)	Deemed Execut- ion Date, if any	4)Trans- action Code	5)Number of De Securities Acc or Disposed o:	quired (A) f (D)
	Security		(M/D/Y)	Code V	A	D

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Non-Qualified Stock	\$13.5750	12/12/02	A	46,310
Option (right to buy)				

 Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

 1) Title of Derivative
 3) Trans 7) Title and Amount
 8) Price
 9) Number of
 1

 1) Title of Derivative
 3) Trans 7) Title and Amount
 8) Price
 9) Number of
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 Non-Qualified Stock
 12/12/02
 Common Stock, par
 46,310
 46,310
 Derivative

 Non-Qualified Stock
 12/12/02
 Common Stock, par
 46,310
 Derivative

 Non-Qualified Stock
 12/12/02
 Common Stock, par
 46,310
 Derivative

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: Dennis H. Smith DATE 12/16/02