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LENNOX INTERNATIONAL INC

Form 4

April 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)
 Ashenhurst, Harry 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 3/02
- 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) Chief Administration Officer
- 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 Owr	ned
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1)Title of Security	2)Trans- action Date (Month/ Day/Year)		- 4.Securitie or Disposed Amount	of (D)
Common Stock, par value \$0.01 per share	3/5/02	J(1) V	2,100	D	\$9.75

1

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially	Owned (Columns	, 1
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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 S	Securities	Acquired, Disposed of	, or Beneficia	lly Owned	(Columns 1
1) Title of Derivative 3) Tra Security action		7)Title and Amount of Underlying Securities	Amount or	8)Price of Deri- vative Security	i- Derivati Securiti ty Benefici
-		Title	Number of Shares		Owned at End of M

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: Harry J. Ashenhurst DATE 4/9/02