

EDWARDS CARL E JR
 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)
 Edwards, Jr., Carl E.
 7510 Vista Ridge Ct.
 Garland, TX 75044
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
 Officer (give title below) Other (specify below)
 Chief Legal Officer
7. Individual or Joint/Group Filing (Check Applicable Line)
 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/ Day/Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) A or D	5) Amount of Securities Beneficially Owned at End of Month	6) Fo Di or I
Common Stock, par value \$0.01 per share	5/17/02	A(1)	V 28,000	A 225,174	D

1

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

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Ex Da
Non-Qualified Stock Option (right to buy)	\$16.21	5/17/02	A V	42,100	(2

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

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	Amount or Number of Shares	8) Price of Derivative	9) Number of Derivative Securities Beneficially Owned at End of Period Shares
Non-Qualified Stock Option (right to buy)	5/17/02	Common Stock, par value \$0.01 per share	42,100		42,100

SIGNATURE OF REPORTING PERSON
 /S/ Edwards, Jr., Carl E.
 DATE 6/7/02