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SMITH RICHARD A /TX

Form 4

September 23, 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) Smith, Richard A. 2140 Lake Park Blvd.

Richardson, TX 75080

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 09/09/02
- 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 Financial 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 Owned

1) Title of Security	2)Trans- action Date	2A. Deemed Execution	3.Trans- action Code		4.Securities Acquired(A) or Disposed of (D)			5) Amount of Securities Beneficially Owned
		Date, if any (Month/ Day/Year)						
	(Month/ Day/Year)					A		Following
					or			Reported
			Code	V	Amount	D	Price	Transaction(s)
Common Stock, par value \$0.01 per share	09/09/02		L	V	25	A	\$15.9640	52,741

1

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

1)Title of Derivative Security	,	2)Conversion 3)Trans- or Exercise action Price of Date		4)Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	
	Derivative Security	(Month/ Day/ Year)	Date, if any (Month/			

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ay/Year)	Code	V P	\)

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

1)Title of Derivative	3)Trans-	3A	7) Title and Amou	8)Price	9)Number o	
Security	action	Deemed	of Underlying		of Deri-	Derivative
	Date	Execution	Securities		vative	Securities
		Date, if			Secur-	Beneficial
		any		Amount or	ity	Owned
		(Month/		Number of		Following
		Day/Year)	Title	Shares		Reported
						Transactio

Transactio

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: Richard A. Smith DATE 09/23/02