
OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

| | | |
|---|--|------------|
| 1. Name and Address of Reporting Person* | | |
| Anderson, David H. | | |
| (Last) | (First) | (Middle) |
| 2140 Lake Park Blvd. | | |
| | (Street) | |
| Richardson, Texas | | 75080-2254 |
| (City) | (State) | (Zip) |
| Lennox International Inc. (LII) | | |
| ----- | | |
| 2. Issuer Name and Ticker or Trading Symbol | | |
| ----- | | |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | |
| 11/04/02 | | |
| ----- | | |
| 4. Statement for Month/Day/Year | | |
| ----- | | |
| 5. If Amendment, Date of Original (Month/Day/Year) | | |
| ----- | | |
| 6. Relationship of Reporting Person(s) to Issuer | | |
| (Check all applicable) | | |
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | |
| <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) | |
| ----- | | |
| 7. Individual or Joint/Group Filing (Check Applicable line) | | |
| <input checked="" type="checkbox"/> Form Filed by One Reporting Person | | |
| <input type="checkbox"/> Form Filed by More than One Reporting Person | | |

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

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| 1. Title of Security (Instr. 3) | 2. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) ----- Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (D) Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & Instr.4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4) | 7. Nature of Indirect Beneficial Ownership (Instr.4) |
|---|--|---|--|---|--|---|---|
| Common Stock, par value \$0.01 per share | | | | | 66,825 | I | Betty Oakes Trust |
| Common Stock, par value \$0.01 per share | | | | | 3,348,179 | I | D.H.Anderson Trust |
| Common Stock, par value \$0.01 per share | | | | | 89,930 | I | Daughter Kristin |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 200 D \$13.09 | | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 400 D \$13.06 | | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 100 D \$13.04 | | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 300 D \$13.03 | | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 100 D \$13.01 | | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 300 D \$13.00 | | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 1,400 D \$12.99 | | I | K. H. Anderson Trust |

Form 4 (continued)

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

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & Instr.4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4) | 7. Nature of Indirect Beneficial Ownership (Instr.4) |
|---|--|---|---------------------------|---|--|-----------|--|---|---|
| | | | Code | V | Amount | (D) Price | | | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 200 | D | \$12.98 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 700 | D | \$12.97 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 400 | D | \$12.96 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 1,300 | D | \$12.95 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 600 | D | \$12.94 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 200 | D | \$12.92 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 800 | D | \$12.91 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 900 | D | \$12.90 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 800 | D | \$12.88 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | | 1,200 | D | \$12.87 | I | K. H. Anderson Trust |

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

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) ----- Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (A) or (D) Price | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & Instr.4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4) | 7. Nature of Indirect Beneficial Ownership (Instr.4) |
|---|--|---|--|---|---|---------|--|---|---|
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 300 | D | \$12.86 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 500 | D | \$12.85 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 500 | D | \$12.84 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 200 | D | \$12.83 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 1,100 | D | \$12.82 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 300 | D | \$12.81 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 300 | D | \$12.80 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 1,100 | D | \$12.79 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 300 | D | \$12.78 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 1,600 | D | \$12.76 | I | K. H. Anderson Trust | |

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

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) ----- Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (A) or (D) Price | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & Instr.4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4) | 7. Nature of Indirect Beneficial Ownership (Instr.4) |
|---|--|---|--|---|---|---------|--|---|---|
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 1,200 | D | \$12.75 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 400 | D | \$12.73 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 400 | D | \$12.72 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 400 | D | \$12.71 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 800 | D | \$12.70 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 300 | D | \$12.69 | I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | 11/4/02 | | S(1) | 400 | D | \$12.68 | 179,881 I | K. H. Anderson Trust | |
| Common Stock, par value \$0.01 per share | | | | | | | 203,935 I | Linda L. Anderson Trust | |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (mm/dd/ yy) | 3A. Deemed Execut- ion Date if (mm/dd/ yy) | 4. Trans- action Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Trans- action(s) (Instr. 4) | 10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of In- direct Benefi- cial Owner- ship (Instr. 4) |
|--|---|--|--|--|---|---|--|---|---|---|---|
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Explanation of Responses:

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(1) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 28, 2002.
- - Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON

/S/ By: Carl E. Edwards, Jr.

For: David H. Anderson

DATE 11/6/02

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.