

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)
Henry, C. L.(Jerry)
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
4/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)
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 (Month/ Day/Year) | 3. Trans- action Code Code V | 4. Securities Acquired(A) or Disposed of (D) A or D Price | | | 5) Amount of Securities Beneficially Owned at End of Month | 6. Ownership Form: Direct (D) or Indirect (I) | 7) Nature of Indirect Beneficial Ownership |
|---|---|---------------------------------------|---|---|---------|--|---|---|
| Common Stock, par value \$0.01 per share | 4/1/02 | A(1) V | 654 | A | \$13.36 | 5,709 | D | |

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

| 1) Title of Derivative Security | 2) Conversion or Exercise Price of Derivative Security | 3) Trans- action Date | 4) Trans- action Code Code V A | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) | 6) Date Exercisable and Expiration Date Date Exercisable Expiration Date |
|------------------------------------|--|-----------------------------|---|--|--|
|------------------------------------|--|-----------------------------|---|--|--|

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

| 1) Title of Derivative Security | 3) Trans- action Date | 7) Title and Amount of Underlying Securities Title | 8) Price of Deri- vative Security Amount or Number of Shares | 9) Number of Derivative Securities Beneficially Owned at End of Month | 10) Ownership Form of Derivative Security: or Direct (D) or Indirect (I) | 11) Nature of Indirect Beneficial Ownership |
|------------------------------------|-----------------------------|---|--|--|---|--|
|------------------------------------|-----------------------------|---|--|--|---|--|

Explanation of Responses:

- (1) Directors' Quarterly Stock Compensation
- - Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: C. L. Henry
DATE 5/8/02