
 OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden
 hours per response.....0.5

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)
 12/17/02

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)

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 (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) ----- (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)
				Amount	Price			
Common Stock, par value \$0.01 per share						3,145,361	I	D.H.Anderson Trust
Common Stock, par value \$0.01 per share						89,930	I	Daughter Kristin (2)
Common Stock, par value \$0.01 per share		12/17/02	S(1)	381	D \$13.06		I	K.H.Anderson Trust(2)
Common Stock, par value \$0.01 per share		12/17/02	S(1)	3,100	D \$13.19		I	K.H.Anderson Trust(2)
Common Stock, par value \$0.01 per share		12/17/02	S(1)	3,930	D \$13.20	0	I	K.H.Anderson Trust(2)
Common Stock, par value \$0.01 per share						139,222	I	Linda L. Anderson Tr(2)

FORM 4 (continued)

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 any (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 cisable Date		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 Reported Trans- action(s) (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial 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.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- - 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 12/18/02

- * 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.