

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
7/02
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)		5) Amount of Securities Beneficially Owned at End of Month	6) Ownership Form: Direct Direct (D) or Indirect I	7) Nature of Indirect Beneficial Ownership
		Code	V	Amount	A or D			
Common Stock, par value \$0.01 per share	7/18/02	A(1)	V	15,500	A	240,674	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		5) Number of Derivative Securities Acquired (A) or Disposed of (D)		6) Date Exercisable and Expiration Date	
			Code	V	A	D	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		8) Price of Deri- vative	9) Number of Derivative Securities Beneficially Owned at End of Period	10) Ownership Form of Deriv- ative Security or Direct(D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
		Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Restricted Stock Award.

SIGNATURE OF REPORTING PERSON

/S/ Edwards, Jr., Carl E.

DATE 8/8/02