

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)
McDonough, Robert J.
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
05/02
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)
 President WW Refrigeration/
 European & Latin Am Ops. (EVP)
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 V	4. Securities Acquired(A) or Disposed of (D)		5) Amount of Securities Beneficially Owned at End of Month	6. Ownership Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
			Amount	A or D Price			
Common Stock, par value \$0.01 per share	05/17/02	A(1) V	28,000	A	87,144	Direct	

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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
Non-Qualified Stock Option (right to buy)	\$16.21	5/17/02	A	V	42,100	(2)	12/13/08

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 Security	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
		Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	5/17/02	Common stock, par value \$0.01 per share	42,100	42,100	D	

Explanation of Responses:

- (1) Restricted Stock Award.
 - (2) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.
- - Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: Robert J. McDonough
DATE 06/7/02