

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)  
 Thompson, Richard L.  
 1240 Lake Park Blvd.  
 Richardson, TX 75080-2254
2. Issuer Name and Ticker or Trading Symbol  
 Lennox International Inc. (LIII)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year  
 5/02
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)
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 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
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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) D	6) Date Exercisable and Expiration Date Date Exercisable Expiration Date
Non-Qualified Stock Option (right to purchase)	\$16.3650	5/20/02	A V	11,348	(1) 12/14/08

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 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
Non-Qualified Stock Option (right of purchase)	5/20/02	Common Stock, par value \$0.01 per share	11,348	11,348	D	

Explanation of Responses:

- (1) 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: Richard L. Thompson  
 DATE 6/7/02