

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)  
 Robert J. McDonough  
 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  
 3/31/02
5. If Amendment, Date of Original (Month/Year) 4/02
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) Transaction Date (Month/Day/Year)	3) Transaction Code	4) Securities Acquired(A) or Disposed of (D) Amount or 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 par value	3/5/02	S	18,762 D \$11.1035			
Common Stock, par value \$0.01 par value	3/5/02	J(1) V	1,428 D \$ 9.7500	58,136	Direct	

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) Transaction Date	4) Transaction 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) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
		Title	Amount or Number of Shares			

Explanation of Responses:

- (1) Restricted shares vested on 12/31/01, but were released on 3/5/02 with the closing price as of 12/31/01. Shares were traded for taxes on the release date.
- 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 4/10/02