

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.
- Name and Address of Reporting Person(s)
Norris, Jr., John W.
17121 Earthwind
Dallas, TX 75248
 - Issuer Name and Ticker or Trading Symbol
Lennox International Inc. (LII)
 - I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
 - Statement for Month/Year
2/02
 - If Amendment, Date of Original (Month/Year)
 - Relationship of Reporting Person(s) to Issuer (Check all applicable)
[X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)
Chairman of the Board
 - Individual or Joint/Group Filing (Check Applicable Line)
[X] 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 Amount Price	5) Amount of Securities Beneficially Owned at End of Month	6) Owner- ship Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
Common Stock, par value \$0.01 per share				321,750	I	JWNorris Tr A
Common Stock, par value \$0.01 per share				663,135	I	Megan Norris Tr A
Common Stock, par value \$0.01 per share	2/28/02	M	29,600 A \$7.2810	2,651,006	I	Norris Family Ltd Partnership
Common Stock, par value \$0.01 per share				321,750	I	RWNorris Tr A
Common Stock, par value \$0.01 per share				201,729	I	Wife

1

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	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Date Exercisable Date Expiration
Non-Qualified Stock Option (right to buy)	\$7.2810	2/28/02	M	29,600	12/8/98 12/8/05

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) Owner- ship Form of Deriva- tive Security D (Direct or I) Indirect (I)	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)	2/28/02	Common Stock, par value \$0.01 per share	29,600	0.00	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: John W. Norris, Jr.
DATE 3/8/02

