

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. Month, Day, Year of Transaction  
9/03/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
[ ] Director [ ] 10% Owner  
[X] Officer (give title below) [ ] Other (specify below)  
Chief Legal Officer
7. 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) Transaction Date* (Month/Day/Year) | 3) Transaction Code | 4) Securities Acquired(A) or Disposed of (D)<br>A<br>or<br>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 |
|--|---------------------------------------|---------------------|--|--|---|--|
| Common Stock, par value \$0.01 per share | 9/03/02                               | S(1)                | 20,000 D   | \$15.0485  | 220,674                                       | D  |

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) 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     | 9) Number of Derivative Securities Beneficially Owned at End of Period | 10) Ownership Form of Derivative Security or Indirect (I) | 11) Nature of Indirect Beneficial Ownership |
|---------------------------------|---------------------|--|----------------------------|--|---|---|
|                                 |                     | Title  | Amount or Number of Shares | Owned at End of Period   | Direct(D) or Indirect (I)                                 |   |

Explanation of Responses:

\*Execution Date: 9/03/02

(1) The sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 8-26-02.

SIGNATURE OF REPORTING PERSON

/S/ Edwards, Jr., Carl E.

DATE 9/03/02