

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: August 14, 2002

LENNOX INTERNATIONAL INC.

Incorporated pursuant to the Laws of the State of DELAWARE

Commission File Number  
001-15149

Internal Revenue Service Employer  
Identification No. 42-0991521

2140 Lake Park Blvd., Richardson, Texas 75080  
(972) 497-5000

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Item 5. Other Events and Regulation FD Disclosure.

On August 14, 2002, Lennox International Inc. submitted to the Securities and Exchange Commission ("SEC") the Statements under Oath of Principal Executive Officer and Principal Financial Officer ("Sworn Statements") in accordance with the SEC's June 27, 2002 order requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (SEC File No. 4-460). A copy of the Sworn Statements is filed herewith as Exhibits 99.1 and 99.2 and is incorporated by reference herein.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

- |      |   |
|------|---|
| 99.1 | Statement of Oath of Robert E. Schjerven, Principal Executive Officer of Lennox International Inc., Regarding Facts and Circumstances Relating to Exchange Act filings. |
| 99.2 | Statement of Oath of Richard A. Smith, Principal Financial Officer of Lennox International Inc., Regarding Facts and Circumstances Relating to Exchange Act filings.    |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LENNOX INTERNATIONAL INC.

By: /s/ Richard A. Smith

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Name: Richard A. Smith

Title: Executive Vice President, Chief Financial Officer and Treasurer

Date: August 14, 2002

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INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Statement of Oath of Robert E. Schjerven, Principal Executive Officer of Lennox International Inc., Regarding Facts and Circumstances Relating to Exchange Act filings.
99.2	Statement of Oath of Richard A. Smith, Principal Financial Officer of Lennox International Inc., Regarding Facts and Circumstances Relating to Exchange Act filings.

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Robert E. Schjerven, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Lennox International Inc., and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Lennox' audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Commission of Lennox International Inc.;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Lennox International Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

By: /s/ Robert E. Schjerven  
-----  
Name: Robert E. Schjerven  
Title: Chief Executive Officer  
Date: August 13, 2002

Subscribed and sworn to  
before me this 13th day of  
August 2002.

/s/ Ladye E. Irvin  
-----  
Notary Public

My Commission Expires: 9/8/05

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Richard A. Smith, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Lennox International Inc., and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Lennox' audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

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- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Lennox International Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

By: /s/ Richard A. Smith  
-----  
Name: Richard A. Smith  
Title: Chief Financial Officer  
Date: August 13, 2002

Subscribed and sworn to  
before me this 13th day of  
August 2002.

/s/ Ladye E. Irvin  
-----  
Notary Public

My Commission Expires: 9/8/05