

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)  
 Smith, Richard A.  
 2140 Lake Park Blvd.  
 Richardson, TX 75080
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  
 2/02
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)  
 Chief Financial Officer
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	4) Securities Acquired(A) or Disposed of (D) ----- V Amount 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
					D	I	
Common Stock, par value \$0.01 per share	2/12/02	A (1)	V 2,122 A \$8.2450	7,122		D	

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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 ----- Month/Day/Year	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)		6) Date Exercisable and Expiration Date ----- Date Exercisable Expiration Date	
				V	A D		

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 ----- Month/Day/ Year	7) Title and Amount of Underlying Securities ----- Title	8) Price of Deri- vative 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

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Explanation of Responses:

- (1) Shares of common stock acquired pursuant to Lennox International's Employee Stock Purchase Plan, which is intended to qualify as an 'employee stock purchase plan' under Section 423 of the Internal Revenue Code of 1986, as amended.
- - Attorney-in-fact pursuant to the power of attorney dated 1/16/01.

SIGNATURE OF REPORTING PERSON

/S/ By: Carl E. Edwards, Jr.

For: Richard A. Smith

DATE 03/08/02