

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* BYRNE JAMES J (Last) (First) (Middle) 2140 LAKE PARK BLVD. (Street) RICHARDSON TX 75080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol LENNOX INTERNATIONAL INC [LIH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2004	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ⁽³⁾	02/17/2004		M ⁽¹⁾		15,131	A	\$7.875	70,209	D	
Common Stock, par value \$0.01 per share	02/17/2004		M ⁽²⁾		16,830	A	\$7.281	87,039	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		7,945	D	\$18.7	79,094	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		700	D	\$18.75	78,394	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		2,213	D	\$18.93	76,181	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		1,800	D	\$18.84	74,381	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		100	D	\$18.81	74,281	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		100	D	\$18.9	74,181	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		700	D	\$18.83	73,481	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		400	D	\$18.8	73,081	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		100	D	\$18.87	72,981	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		400	D	\$18.82	72,581	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		3,414	D	\$18.67	69,167	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NQ Stock Option	\$7.875	02/17/2004		M ⁽¹⁾			7,945	12/15/2000 ⁽³⁾	12/15/2007	7,945	18.7	\$18.7	7,186	D	
NQ Stock Option	\$7.875	02/17/2004		M ⁽¹⁾			700	12/15/2000 ⁽³⁾	12/15/2007	700	18.75	\$18.75	6,486	D	
NQ Stock Option	\$7.875	02/17/2004		M ⁽¹⁾			6,486	12/15/2000 ⁽³⁾	12/15/2007	6,486	18.75	\$18.75	0.00	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			2,213	12/08/1995 ⁽³⁾	12/08/2005	2,213	18.93	\$18.93	14,617	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			1,800	12/08/1995 ⁽³⁾	12/08/2005	1,800	18.84	\$18.84	12,817	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			100	12/08/1995 ⁽³⁾	12/08/2005	100	18.81	\$18.81	12,717	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			100	12/08/1995 ⁽³⁾	12/08/2005	100	18.9	\$18.9	12,617	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			700	12/08/1995 ⁽³⁾	12/08/2005	700	18.83	\$18.83	11,917	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			400	12/08/1995 ⁽³⁾	12/08/2005	400	18.8	\$18.8	11,517	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			100	12/08/1995 ⁽³⁾	12/08/2005	100	18.87	\$18.87	11,417	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			400	12/08/1995 ⁽³⁾	12/08/1995	400	18.82	\$18.82	11,017	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			3,414	12/08/1995 ⁽³⁾	12/08/1995	3,414	18.67	\$18.67	7,603	D	
NQ Stock Option	\$7.281	02/17/2004		M ⁽²⁾			7,603	12/08/1995 ⁽³⁾	12/08/1995	7,603	18.75	\$18.75	0.00	D	

Explanation of Responses:

- Pursuant to a cashless exercise of 15,131 stock options, 8,645 shares were sold to cover the option exercise price, commissions, margin interest and any applicable taxes. The remaining 6,486 shares were retained and purchased by the reporting owner.
- Pursuant to a cashless exercise of 16,830 stock options, 9,227 shares were sold to cover the option exercise price, commissions, margin interest and any applicable taxes. The remaining 7,603 shares were retained and purchased by the reporting owner.
- The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

Remarks:

Attorney-in-fact pursuant to power of attorney dated 7/9/99.

Carl E. Edwards, Jr., Attorney-
in-fact for James J. Byrne 02/19/2004

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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