

FORM 4  
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[X] 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)  
 French, Horace E.  
 2628 High Street  
 Conyers, GA 30094
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  
 05/01
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 Technology 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-<br>action<br>Date<br>(Month/<br>Day/Year) | 3) Trans-<br>action<br>Code<br>Code V | 4) Securities Acquired(A)<br>or<br>Disposed of (D)<br>Amount | A<br>or<br>D | Price   | 5) Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect<br>(I) | 7) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|---|---|---------------------------------------|--|--------------|---------|--|---|---|
| Common Stock, par value<br>\$0.01 per share | 05/29/01  | S                                     | 4,900  | D            | \$9.97  |  | Direct  |   |
| Common Stock, par value<br>\$0.01 per share | 05/29/01  | S                                     | 149  | D            | \$10.01 | 159,676  | Direct  |   |

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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

| 1) Title of Derivative<br>Security | 2) Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3) Trans-<br>action<br>Date | 4) Trans-<br>action<br>Code<br>Code V | 5) Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D)<br>A | 6) Date Exercisable and<br>Expiration Date<br>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<br>Security | 3) Trans-<br>action<br>Date | 7) Title and Amount<br>of Underlying<br>Securities<br>Title | 8) Price<br>of Deri-<br>vative<br>Security<br>Amount or<br>Number of<br>Shares | 9) Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 10) Ownership<br>Form of<br>Derivative<br>Security: or<br>Direct (D) or<br>Indirect (I) | 11) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|------------------------------------|-----------------------------|---|--|--|---|--|
|------------------------------------|-----------------------------|---|--|--|---|--|

Explanation of Responses:

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

SIGNATURE OF REPORTING PERSON  
 /S/ By: Carl E. Edwards, Jr.  
 For: Horace E. French  
 DATE 06/08/01