

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)
Schjerven, Robert E.
812 Woodhaven Rd.
Highland Village, TX 75067
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
12/12/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[X] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
Chief Executive Officer
and Director
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) Trans- action Date (Month/ Day/Year)	2A. Demmed Execution Date, if any (M/D/Y)	3. Trans- action Code V	4. Securities Acquired(A) or Disposed of (D) A or D Amount Price	5) Amount of Securities Beneficially Owned at End of Month	6) Owner- ship Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
Common Stock, par value \$.01 per share	12/12/02		A(1)	70,800 A	527,266	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) Con- version or Exercise Price of Deri- vative Security	3) Trans- action Date Month/ Day/ Year)	3A Demmed Execut- ion Date, if any (Month/ Day/ Year)	4) Trans- action Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Date Exercisable Expiration Date
Non-Qualified Stock Option (right to buy)	\$13.5750	12/12/02		A	230,974	(2) 12/12/09

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	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Ownership Form of Deriv- ative Security Direct (D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)	12/12/02	Common Stock, par value \$0.01 per share	230,974	230,974	D	

Explanation of Responses:

- (1) Restricted Stock Award.
- (2) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.
- Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: Robert E. Schjerven
DATE 12/16/02