

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* BYRNE JAMES J			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)	
(Last)	(First)	(Middle)	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	
2140 LAKE PARK BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) RICHARDSON TX 75080						
(City) (State) (Zip)						

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	02/17/2004		M ⁽¹⁾		67,320	A	\$7.527	105,091	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		1,100	D	\$18.66	103,991	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		600	D	\$18.62	103,391	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		300	D	\$18.77	103,091	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		600	D	\$18.73	102,491	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		1,000	D	\$18.68	101,491	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		32,327	D	\$18.65	69,164	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		1,100	D	\$18.79	68,064	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		1,400	D	\$18.76	66,664	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		300	D	\$18.72	66,364	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		3,000	D	\$18.7	63,364	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		5,100	D	\$18.67	58,264	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		286	D	\$18.67	57,978	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		900	D	\$18.63	57,078	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		1,100	D	\$18.78	55,978	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		400	D	\$18.71	55,578	D	
Common Stock, par value \$0.01 per share	02/17/2004		S		500	D	\$18.69	55,078	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
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			1,100	12/09/1994 ⁽²⁾	12/09/2004	1,100	18.66	\$18.66	66,220	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			600	12/09/1994 ⁽²⁾	12/09/2004	600	18.62	\$18.62	65,620	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			300	12/09/1994 ⁽²⁾	12/09/2004	300	18.77	\$18.77	65,320	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			600	12/09/1994 ⁽²⁾	12/09/2004	600	18.73	\$18.73	64,720	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	\$7.527	02/17/2004		M ⁽¹⁾			1,000	12/09/1994 ⁽²⁾	12/09/2004	1,000	18.68	\$18.68	63,720	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			32,327	12/09/1994 ⁽²⁾	12/09/2004	32,327	18.65	\$18.65	31,393	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			1,100	12/09/1994 ⁽²⁾	12/09/2004	1,100	18.79	\$18.79	30,293	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			1,400	12/09/1994 ⁽²⁾	12/09/2004	1,400	18.76	\$18.76	28,893	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			300	12/09/1994 ⁽²⁾	12/09/2004	300	18.72	\$18.72	28,593	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			3,000	12/09/1994 ⁽²⁾	12/09/2004	3,000	18.7	\$18.7	25,593	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			5,100	12/09/1994 ⁽²⁾	12/09/2004	5,100	18.67	\$18.67	20,493	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			286	12/09/1994 ⁽²⁾	12/09/2004	286	18.67	\$18.67	20,207	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			900	12/09/1994 ⁽²⁾	12/09/2004	900	18.63	\$18.63	19,307	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			1,100	12/09/1994 ⁽²⁾	12/09/2004	1,100	18.78	\$18.78	18,207	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			400	12/09/1994 ⁽²⁾	12/09/2004	400	18.71	\$18.71	17,807	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			500	12/09/1994 ⁽²⁾	12/09/2004	500	18.69	\$18.69	17,307	D	
NQ Stock Option	\$7.527	02/17/2004		M ⁽¹⁾			17,307	12/09/1994 ⁽²⁾	12/09/2004	17,307	18.75	\$18.75	0.00	D	

Explanation of Responses:

- Pursuant to a cashless exercise of 67,320 stock options, 50,013 shares were sold to cover the option exercise price, commissions, margin interest and any applicable taxes. The remaining 17,307 shares were retained and purchased by the reporting owner.
- This 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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