

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)
Booth, Thomas W.
2140 Lake Park Blvd.
Richardson, Texas 75080-2254
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)
VP Bus Dev HTD/LII 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. Deemed Execution Date, if any (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired(A) or Disposed of (D) A or D Amount Price	5) Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner- ship Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
Common Stock, par value \$0.01 per share	12/12/02		A(1)	2,700 A	660,315	D	
Common Stock, par value \$0.01 per share					143,632	I	Booth Charitable Remainder Trust(2)
Common Stock, par value \$0.01 per share					37,520	I	Daughter Carolyn(2)
Common Stock, par value \$0.01 per share					38,531	I	Daughter Kathleen(2)
Common Stock, par value \$0.01 per share					40,062	I	Thomas Booth Trust
Common Stock, par value \$0.01 per share					2,007,956	I	Trust FBO R. Booth (3)
Common Stock, par value \$0.01 per share					70,343	I	by Spouse(2)

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)	3A. Deemed Execution Date, if any (Month/ Day/Year)	4) Trans- action Code 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	7,590	(4) 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	3A Deemed Execution Date, if any (Month/ Day/Year)	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Secur- ity Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10) Ownership Form of Derivative Security: or 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	7,590	7,590	D	

1. Restricted Stock Award.
 2. The reporting person has only a remainder interest in the trust, and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 3. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 4. 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 July 9, 1999.

SIGNATURE OF REPORTING PERSON

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

For: Thomas W. Booth

DATE 12/16/02