

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)  
Messel, Scott E.  
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  
12/00
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
[ ] Director [ ] 10% Owner  
[X] Officer (give title below) [ ] Other (specify below)  
VP and Corporate Treasurer
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)	3. Trans- action Code  Code V	4. Securities Acquired(A) or Disposed of (D)			5) Amount of Securities Beneficially Owned at End of Month	6) Ownership Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
			Amount	A or D	Price			
Common Stock, par value \$0.01 per share	12/15/00	A(1) V	13,697	A		27,941	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 Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date  Month/Day/Year	4) Trans- action Code		5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date  Date Exercisable Expiration Date	
			V	A			
Non-Qualified Stock Option (right to buy)	\$7.8750	12/15/00	A	V	42,399	(2)	12/15/07

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  Month/Day/ Year	7) Title and Amount of Underlying Securities  Title	8) Price of Deri- vative Security		9) Number of Derivative Securities Beneficially Owned at End of Month	10) Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
			Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	12/15/00	Common Stock	42,399		42,399	Direct	

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: Scott E. Messel  
DATE 01/08/01