

**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
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1. Name and Address of Reporting Person* <u>NORRIS JOHN W III</u>  (Last) (First) (Middle) 2140 LAKE PARK BLVD.  (Street) RICHARDSON TX 75080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC [ LIH ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) 07/16/2004	
		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

**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	07/16/2004		A <sup>(1)</sup>		137	A	\$17.5	269,682	D	
Common Stock, par value \$0.01 per share	07/16/2004		A <sup>(1)</sup>		343	A <sup>(2)</sup>	\$17.5	2,659,004	I	Norris Family Ltd Partnership
Common Stock, par value \$0.01 per share								4,987	I	B.W. Norris Trust
Common Stock, par value \$0.01 per share								2,693	I	Daughter Lily
Common Stock, par value \$0.01 per share								4,063	I	L.C. Norris Trust
Common Stock, par value \$0.01 per share								17,835	I	Son Benjamin
Common Stock, par value \$0.01 per share								11,240	I	Son William
Common Stock, par value \$0.01 per share								16,817	I	Spouse Catherine
Common Stock, par value \$0.01 per share								4,987	I	W.H. Norris Trust

**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					

**Explanation of Responses:**

- Directors' Quarterly Stock Compensation
- The shares are under the control of the General Partner of the Norris Family Limited Partnership and are being reported as an update only to the extent of this filer's 1% beneficial interest in the securities.

**Remarks:**

Attorney-in-fact pursuant to power of attorney dated April 23, 2004.

/s/ William F. Stoll, Jr.,  
Attorney-in-fact for John W. Norris, III      07/19/2004

\*\* Signature of Reporting Person      Date

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**