

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)
 Norris, Jr., John W.
 2140 Lake Park Blvd.
 Richardson, TX 75080
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
 3/31/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board
7. Individual or Joint/Group Filing (Check Applicable Line)
 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) A 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 \$0.01 per share						321,750	I	JWNorris Tr A
Common Stock, par value \$0.01 per share						663,135	I	Megan Norris Tr A
Common Stock, par value \$0.01 per share	3/5/02	J(1) V	8,415	D	\$9.75	2,642,555	I	Norris Family Ltd Partnership
Common Stock, par value \$0.01 per share						321,750	I	RWNorris Tr A
Common Stock, par value \$0.01 per share						201,729	I	Wife

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	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 Date Exercisable Expiration	
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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) Owner- ship Form of Deriva- tive Security D (Direct or I) Indirect (I)	11) Nature of Indirect Beneficial Ownership
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Explanation of Responses:

- (1) Restricted shares vested on 12/31/01, but were released on 3/5/02 with the closing price as of 12/31/01. Shares were traded for taxes on the release date.
 - - Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON
 /S/ By: Carl E. Edwards, Jr.
 For: John W. Norris, Jr.
 DATE 4/9/02

