

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)
Edwards, Jr., Carl E.
7510 Vista Ridge Ct.
Garland, TX 75044
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)
[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
Chief Legal Officer
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)	28,000 A	248,674	D	

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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)	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 Options (right to buy)	\$13.5750	12/12/02		A	46,310	(2) 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	46,310	46,310	D	

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.

SIGNATURE OF REPORTING PERSON
/s/ Carl E. Edwards, Jr.
DATE 12/16/02