

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, III, John 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
12/27/02
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)
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)	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 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	12/27/02		G V	5,079	268,537	Direct	
Common Stock, par value \$0.01 per share					4,987	Indirect	B.W.Norris Trust
Common Stock, par value \$0.01 per share	12/27/02		G V	1,693	2,693	Indirect	Daughter, Lily
Common Stock, par value \$0.01 per share					4,063	Indirect	L.C. Norris Trust
Common Stock, par value \$0.01 per share					2,643,837	Indirect	Norris Family Ltd Partnership(2)
Common Stock, par value \$0.01 per share	12/27/02		G V	1,693	17,835	Indirect	Son, Benjamin
Common Stock, par value \$0.01 per share	12/27/02		G V	1,693	11,240	Indirect	Son, William
Common Stock, par value \$0.01 per share					16,817	Indirect	Spouse, Catherine
Common Stock, par value \$0.01 per share					4,987	Indirect	W.H.Norris Trust

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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
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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	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
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Explanation of Responses:

- - Attorney-in-fact pursuant to the power of attorney dated 4/20/01.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: John W. Norris, III
DATE 12/30/02