

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MAJOR JOHN E</u>			2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC [ LIJ ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/26/2003</u>			Officer (give title below) Other (specify below)		
<u>2140 LAKE PARK BLVD.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person		
(Street) <u>RICHARDSON TX 75080</u>						Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**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	01/16/2004		A <sup>(1)</sup>		516	A	\$16.745	27,393	D	

**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	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$10.313	12/26/2003		G <sup>(2)</sup>	V	4,911		12/10/1999 <sup>(3)</sup>	12/10/2009	Common Stock, par value \$0.01 per share	4,911	\$10.313	4,911	D	
Non-Qualified Stock Option (right to buy)	\$10.313	12/26/2003		G <sup>(2)</sup>	V	4,911		12/10/1999 <sup>(3)</sup>	12/10/2009	Common Stock, par value \$0.01 per share	4,911	\$10.313	0.00	D	
Non-Qualified Stock Option (right to buy)	\$13.904	12/26/2003		G <sup>(4)</sup>	V	1,724		12/12/1997 <sup>(3)</sup>	12/12/2007	Common Stock, par value \$0.01 per share	1,724	\$13.904	14,776	D	
Non-Qualified Stock Option (right to buy)	\$13.904	12/26/2003		G <sup>(4)</sup>	V	1,724		12/12/1997 <sup>(3)</sup>	12/12/2007	Common Stock, par value \$0.01 per share	1,724	\$13.904	13,052	D	
Non-Qualified Stock Option (right to buy)	\$10.313	12/26/2003		G <sup>(2)</sup>	V	4,911		12/10/1999 <sup>(3)</sup>	12/10/2009	Common Stock, par value \$0.01 per share	4,911	\$10.313	6,578	I	Daughter Barbara
Non-Qualified Stock Option (right to buy)	\$13.904	12/26/2003		G <sup>(4)</sup>	V	1,724		12/12/1997 <sup>(3)</sup>	12/12/2007	Common Stock, par value \$0.01 per share	1,724	\$13.904	1,724	I	Daughter Barbara M. Major
Non-Qualified Stock Option (right to buy)	\$10.313	12/26/2003		G <sup>(2)</sup>	V	4,911		12/10/1999 <sup>(3)</sup>	12/10/2009	Common Stock, par value \$0.01 per share	4,911	\$10.313	6,579	I	Son John B. Major

**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	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$13.904	12/26/2003		G <sup>(4)</sup>	V	1,724		12/12/1997 <sup>(3)</sup>	12/12/2007	Common Stock, par value \$0.01 per share	1,724	\$13.904	1,724	I	Son John B. Major

**Explanation of Responses:**

- Director's Quarterly Stock Compensation
- Gift to minor child who shares the reporting person's household using a Black-Scholes valuation of \$2.85/share in order to qualify as a gift under the \$10,000 IRS gift limitation per parent per child.
- The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.
- Gift to minor child who shares the reporting person's household using a Black-Scholes valuation of \$4.64/share in order to qualify as a gift under the \$10,000 IRS gift limitation per parent per child.

**Remarks:**

Attorney-in-fact pursuant to power of attorney dated 7/9/99.

Carl E. Edwards, Jr., Attorney-  
in-fact for John E. Major      01/20/2004

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.**