

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)  
Ashenhurst, Harry J.  
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  
12/12/02
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 Administration 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 Price	5) Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 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	222,343	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	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 Option (right to buy)	\$13.5750	12/12/02			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 (Month/ Day/ Year)	3A Deemed Execution Date, if any (Month/ Day/ Year)	7) Title and Amount of Underlying Securitie Title Amount or Number of Shares	8) Price of Deri- vative Security	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.

- - Attorney in fact pursuant to the power of attorney dated 7/8/99.

SIGNATURE OF REPORTING PERSON  
/S/ By: Carl E. Edwards, Jr.  
For: Harry J. Ashenhurst  
DATE 12/16/02

