

FORM 5  
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16.  
Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)

Major, John E.  
P. O. Box 27  
16720 Las Cuentas

Rancho Santa Fe, CA 92067

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

12/00

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)  
Director

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	4) Securities Acquired(A) or Disposed of (D)		5) Amount of Securities Beneficially Owned at End of Month	6) Ownership Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
			V	A or D Price			

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	4) Trans- action Code		5) Number of Derivative Securities Acquired (A) or Disposed of (D)		6) Date Exercisable and Expiration Date	
			Code	V	A	D	Date Exercisable	Expiration Date
Non-Qualified Stock Option (right to buy)	\$7.8750	12/31/00	G(1)		15,131		(2)	12/15/07
Non-Qualified Stock Option (right to buy)	\$10.3130	12/31/00	G(3)		1,668		(2)	12/10/09
Non-Qualified Stock Option (right to buy)	\$10.3130	12/31/00	G(3)		1,667		(2)	12/10/09
Non-Qualified Stock Option (right to buy)	\$7.8750	12/31/00	G(1)	7,566			(2)	12/15/07
Non-Qualified Stock Option (right to buy)	\$10.3130	12/31/00	G(3)	1,667			(2)	12/10/09
Non-Qualified Stock Option (right to buy)	\$7.8750	12/31/00	G(1)	7,565			(2)	12/15/07
Non-Qualified Stock Option (right to buy)	\$10.3130	12/31/00	G(3)	1,668			(2)	12/10/09

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	7) Title and Amount of Underlying Securities  Title	8) Price of Deri- vative Security  Amount or Number of		9) Number of Derivative Securities Beneficially Owned at End of Month	10) Ownership Form of Derivative Security Direct (D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)	12/31/00	Common Stock, par value \$0.01 per share	15,131		0	D	

Non-Qualified Stock Option (right to buy)	12/31/00	Common Stock, par value \$0.01 per share	1,668			D	
Non-Qualified Stock Option (right to buy)	12/31/00	Common Stock, par value \$0.01 per share	1,667	9,822		D	
Non-Qualified Stock Option (right to buy)	12/31/00	Common Stock, par value \$0.01 per share	7,566	7,566		I	Daughter, Barbara Major
Non-Qualified Stock Option (right to buy)	12/31/00	Common Stock, par value \$0.01 per share	1,667	1,667		I	Daughter, Barbara Major
Non-Qualified Stock Option (right to buy)	12/31/00	Common Stock, par value \$0.01 per share	7,565	7,565		I	Son, John B. Major
Non-Qualified Stock Option (right to buy)	12/31/00	Common Stock, par value \$0.01 per share	1,668	1,668		I	Son, John B. Major

Explanation of Responses:

(1)

Gift to minor child who shares reporting person's household using a Black-Scholes valuation of \$1.96/share in order to qualify as a gift under the \$10,000 IRS gift limitation per parent per child.

(2)

The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

(3)

Gift to minor child who shares reporting person's household using a Black-Scholes valuation of \$3.10/share in order to qualify as a gift under the \$10,000 IRS gift limitation per parent per child.

SIGNATURE OF REPORTING PERSON

/S/ By: Carl E. Edwards, Jr.

For: John E. Major

DATE 02/13/01