| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

|) | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b) |
|---|---|
| | Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 bu | urden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

| | | | 2. Issuer Name and Ticker or Trading Symbol <u>LENNOX INTERNATIONAL INC</u> [LII] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|---------|----------|--|--|-------------------------------------|--------------------------|--|--|
| (Last) (First) (Middle) 2140 LAKE PARK BLVD. | | | | X | Director | 10% Owner | | |
| | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/08/2004 | | Officer (give title below) | Other (specify below) | | |
| · | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | |
| (Street) | | | | Line) | | | | |
| RICHARDSON | ТХ | 75080 | | X | Form filed by One Report | ing Person | | |
| | | | | | Form filed by More than C Person | One Reporting | | |
| (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. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|--|--|---|------------------------------|---|----------------------|---|---------|---|---|---|
| | | | Code | v | Amount (A) or (D) | | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock, par value \$0.01 per share | 10/08/2004 | | A ⁽¹⁾ | | 167 | Α | \$14.95 | 1,496 | D | |
| Common Stock, par value \$0.01 per share | | | | | | | | 8,174 | Ι | Cimarron Holdings |

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. Transa Code (8) | Instr. | of Deriv Secur Acqu (A) or Dispo of (D) (Instr | 5. Number of Expiration Date Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ate | 7. Title Amour Securi Underl Deriva Securi and 4) | nt of ties ying tive ty (Instr. 3 | 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 | | | | |

Explanation of Responses:

1. Directors' Quarterly Stock Compensation

Remarks:

Attorney-in-fact pursuant to power of attorney dated April 23, 2004.

/s/ William F. Stoll, Jr., Attorney-in-fact for Linda G. 10/12/2004 <u>Alvarado</u> Date

** Signature of Reporting Person

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.