

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)  
Edwards, Jr., Carl E.  
7510 Vista Ridge Ct.  
Garland, TX 75044
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. Month, Day, Year of Transaction  
9/03/02
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 Legal 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) Transaction Date* (Month/Day/Year)	3) Transaction Code	4) Securities Acquired(A) or Disposed of (D) A or 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
Common Stock, par value \$0.01 per share	9/03/02	S(1)	20,000 D	\$15.0485	220,674	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) Transaction Date	4) Transaction 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

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) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative	9) Number of Derivative Securities Beneficially Owned at End of Period	10) Ownership Form of Derivative Security or Indirect (I)	11) Nature of Indirect Beneficial Ownership
		Title	Amount or Number of Shares	Owned at End of Period	Shares	Direct(D) or Indirect (I)

Explanation of Responses:

\*Execution Date: 9/03/02

(1) The sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 8-26-02.

SIGNATURE OF REPORTING PERSON

/S/ Edwards, Jr., Carl E.

DATE 9/03/02