

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. 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)  
Chief Legal Officer
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 V	4. Securities Acquired(A) or Disposed of (D)  Amount	A or D	Price	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	12/15/00	A(1) V	40,000	A		197,174	Direct	

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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  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 Month/Day/Year  Date Exercisable	Expiration Date
Non-Qualified Stock Option (right to buy)	\$7.8750	12/15/00	A	V	60,773	(2)	12/15/07

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 Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Ownership Form of Derivative Security: D Direct (D) Indirect (I)	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)	12/15/00	Common Stock	60,773	60,773	Direct	

Explanation of Responses:

- (1)  
Restricted Stock Award.  
(2)  
The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

SIGNATURE OF REPORTING PERSON  
/S/ Edwards, Jr., Carl E.  
DATE 01/08/01