OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response.....0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549 FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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

(Print of Type Responses)									
Name and Address of Re Anderson,		son* /id	Н.						
(Last) 2140 Lake Park Blvd.	(F:	irst)	(Middle))					
Richardson,	•	treet) kas	75080-2	2254					
(City) Lennox International Inc. (I		tate)	(Zip)						
2. Issuer Name and Ticker	or Trading	Symbol							
3. I.R.S. Identification 12/13/02	Number of Re	eporting Pers	son, if an ent	ity (volun	tary)				
4. Statement for Month/Day	//Year								
5. If Amendment, Date of (Original (Mo	onth/Day/Yea	r)						
6. Relationship of Report: (Check all applicable) x Director _ Officer (give tit.		s) to Issuer _ _	10% Owner Other (spec	ify below)					
7. Individual or Joint/Gr x Form Filed by One _ Form Filed by More	Reporting Feethan One F	Person Reporting Pe	rson		=====				
Table I Non-De	erivative Se								
=======================================		•	========	=======	=====				
	2. Trans-	2A. Deemed Execution	3. Transaction Code	or Dispos		5. Amount of Securities Beneficially Owned Following Reported	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect	
1. Title of Security (Instr. 3)	action Date	Date, if any (mm/dd/yy)	(Instr. 8) Code V	Amount	(A) or (D) Price	Transaction(s) (Instr. 3 & Instr.4)	Indirect		
	======	======	======		=======	======		======	
				age 1 of 2					

1)Title of Derivative Security	2)Conversio or Exercise Price of Derivative		Deemed Execution Date, if any Month/ Day/Year	4)Trans- action Code	5)Number of Derivative Securities Acquired (A) or Disposed of (D)		ed (A) Exp	6)Date Exercisable and Expiration Date		
	Security			Code V	A	D) Exe	Date ercisable	Expirati Date	
Non-Qualified Stock Option (right to buy)	\$13.3750						(1)			
Table II (PART 2) Deriv Dwned (Columns 1,3 and	ative Securit	ies Acquir				======	========		=======	=======
1)Title of Derivative Security	Date E D a M	eemed xecution ate, if ny onth/Day/	7)Title and of Underlyi Securities		Amount or Number Of Shares	of Deriv- ative Secur- ity	9)Number of Derivative Securities Beneficiall Owned Following Reported	Form Deri y Secu Dire or	wnership of vative rity: ct (D) rect (I)	11)Nature of Indirect Beneficial Ownership
							Transaction			
Non-Qualified Stock Option (right to buy)	12/13/02		Common Stoc value, \$0.0		12,483		12,483	D		

Explanation of Responses:

(1) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant. - - Attorney-in-fact pursuant to the power of attorney dated 7/99.

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: David H. Anderson DATE 12/17/02

- 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.