

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Lennox International Inc.
 (Exact name of Registrant as specified in its charter)

Delaware
 (State or other jurisdiction
 of incorporation or organization)

42-0991521
 (I.R.S. Employer
 Identification Number)

2140 Lake Park Blvd., Richardson, Texas 75080
 (Address of principal executive offices, including zip code)

Employee Stock Purchase Plan of Lennox International Inc.
 (Full Title of the Plan)

Carl E. Edwards, Jr.
 Executive Vice President,
 Chief Legal Officer and Secretary
 Lennox International Inc.
 2140 Lake Park Blvd.
 Richardson, Texas 75080
 (Name and address of agent for service)

(972) 497-5000
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01 per share	1,750,000 shares (1)	\$10.59	\$18,532,500	\$4,633

- (1) Each share of Common Stock issued by the Registrant has one associated non-detachable right to purchase one one-hundredth of a share of Series A Junior Participating Preferred Stock.
- (2) Calculated pursuant to Rule 457 (c) and (h) based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on April 26, 2001.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, solely to register the issuance of up to 1,750,000 additional shares of Common Stock of Lennox International Inc. (the "Company") pursuant to the Employee Stock Purchase Plan of Lennox International Inc., as amended. The Company previously filed a Registration Statement on Form S-8 (File No. 333-83959) covering 825,000 shares of its Common Stock authorized for issuance under such plan. Except as supplemented by the information set forth below, the contents of that earlier Registration Statement are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Carl E. Edwards, Jr., the Executive Vice President, Chief Legal Officer and Secretary of the Company, has passed on the legality of the shares of Common Stock offered hereby for the Company. As of April 30, 2001, Mr. Edwards beneficially owned 124,216 shares of Common Stock and held options to purchase an additional 209,319 shares of Common Stock, of which options covering 101,216 shares were exercisable.

Item 8. Exhibits.

- 4.1 Restated Certificate of Incorporation of the Company, as amended (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-75725) (the "S-1") and incorporated herein by reference)
- 4.2 Amended and Restated Bylaws of the Company (filed as Exhibit 3.2 to the S-1 and incorporated herein by reference)
- 4.3 Specimen of certificate representing Common Stock, par value \$0.01 per share, of the Company (filed as Exhibit 4.1 to the S-1 and incorporated herein by reference)
- 4.4 Employee Stock Purchase Plan of Lennox International Inc. (filed as Exhibit 4.4 to the Company's Registration Statement on Form S-8 (File No. 333-83959) and incorporated herein by reference)
- 4.5 Amendment to Employee Stock Purchase Plan dated December 15, 2000 (filed herewith)
- 5 Opinion of Carl E. Edwards, Jr., Esq., Executive Vice President, Chief Legal Officer and Secretary of the Company (filed herewith)
- 23.1 Consent of Arthur Andersen LLP (filed herewith)

23.2 Consent of Carl E. Edwards, Jr., Esq. (included in Exhibit 5)

24 Power of Attorney (included on the execution page of this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richardson, State of Texas, on this 2nd day of May 2001.

LENNOX INTERNATIONAL INC.

By: /s/ Robert E. Schjerven

Robert E. Schjerven
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Lennox International Inc., a Delaware corporation, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission under the provisions of the Securities Act of 1933, hereby constitutes and appoints Robert E. Schjerven, Richard A. Smith and Carl E. Edwards, Jr., and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, and in any and all capacities, to sign and file any and all amendments to this Registration Statement on Form S-8, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, it being understood that said attorneys-in-fact and agents, and each of them, shall have full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, and that each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on May 2, 2001.

Signature	Title
/s/ Robert E. Schjerven ----- Robert E. Schjerven	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Richard A. Smith ----- Richard A. Smith	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ John J. Hubbuch ----- John J. Hubbuch	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
/s/ John W. Norris, Jr. ----- John W. Norris, Jr.	Chairman of the Board of Directors
/s/ Linda G. Alvarado ----- Linda G. Alvarado	Director
----- David H. Anderson	Director
/s/ Richard W. Booth ----- Richard W. Booth	Director
/s/ Thomas W. Booth ----- Thomas W. Booth	Director
/s/ David V. Brown ----- David V. Brown	Director
/s/ James J. Byrne ----- James J. Byrne	Director
/s/ Janet K. Cooper ----- Janet K. Cooper	Director

C. L. (Jerry) Henry

Director

John E. Major

Director

John W. Norris III

Director

/s/ William G. Roth

William G. Roth

Director

Terry D. Stinson

Director

/s/ Richard L. Thompson

Richard L. Thompson

Director

EXHIBIT INDEX

Exhibit Number	Description
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5	Opinion of Carl E. Edwards, Jr., Esq., Executive Vice President, Chief Legal Officer and Secretary of the Company (filed herewith)
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24	Power of Attorney (included on the execution page of this Registration Statement)

Amendment to Employee Stock Purchase Plan Dated December 15, 2000

The Lennox International Inc. Employee Stock Purchase Plan, as amended, is hereby amended:

1. The first paragraph of Section 3 of the Plan is amended to read as follows:

"The Common Stock subject to issuance under the terms of the Plan shall be authorized but unissued shares, previously issued shares reacquired and held by Lennox or shares purchased on the open market. The aggregate number of shares that may be issued under the Plan shall not exceed 2,575,000 shares of Common Stock, which include the original 825,000 shares and an additional 1,750,000 shares added by this amendment. All shares purchased under the Plan, regardless of source, shall be counted against the 2,575,000 share limitation."

2. Section 20 of the Plan is amended to read as follows:

"This Plan was adopted by the Board on September 11, 1998, and was previously amended by the Board on March 12, 1999, to be effective as of the Effective Date. The Plan is further amended, effective January 1, 2001, by action of the Board on December 15, 2000, to increase the number of shares authorized to be issued hereunder. Notwithstanding the foregoing, the amendment of the Plan is expressly conditioned upon the approval by the holders of a majority of outstanding shares of Common Stock within 12 months of the date of Board approval of such amendment. If the stockholders of the Company should fail so to approve this Plan as amended, this Plan shall terminate and cease to be of any further force or effect and all purchases of shares of Common Stock under the Plan after December 31, 2000, shall be null and void."

Carl E. Edwards, Jr., Esq.
Executive Vice President, Chief Legal Officer and Secretary
Lennox International Inc.
2140 Lake Park Blvd.
Richardson, Texas 75080

May 3, 2001

Lennox International Inc.
2140 Lake Park Blvd.
Richardson, Texas 75080

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Lennox International Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the offering of up to 1,750,000 additional shares (the "Shares") of the common stock, par value \$0.01 per share ("Common Stock"), of the Company, pursuant to the Employee Stock Purchase Plan of Lennox International Inc. (the "Plan"), certain legal matters in connection with the Shares are being passed upon for the Company by me. At the Company's request, this opinion is being furnished to the Company for filing as Exhibit 5 to the Registration Statement.

In my capacity as counsel to the Company in the connection referenced above, I have examined the Company's Restated Certificate of Incorporation and Amended and Restated Bylaws, each as amended to date, and the Plan, and have examined the originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed.

I have assumed that all signatures on all documents examined by me are genuine, that all documents submitted to me as originals are authentic, that all documents submitted to me as copies are true and correct copies of the originals thereof and that all information submitted to me was accurate and complete.

Based upon my examination as aforesaid, and subject to the assumptions, qualifications, limitations and exceptions herein set forth, I am of the opinion that:

1. The Company is a corporation duly incorporated and validly existing in good standing under the laws of the State of Delaware.

2. When issued and sold from time to time in accordance with the provisions of the Plan, for consideration calculated pursuant to the terms and provisions of the Plan, the Committee of the Board of Directors of the Company charged with administering the Plan, the Shares will be duly authorized by all necessary corporate action on the part of the Company, validly issued, fully paid and nonassessable.

The opinions set forth above are limited to the General Corporation Law of the State of Delaware, and no opinion is expressed herein as to matters governed by the law of any other jurisdiction.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Carl E. Edwards, Jr.

Carl E. Edwards, Jr.

EXHIBIT 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our reports dated February 13, 2001 included in Lennox International Inc.'s Form 10-K for the year ended December 31, 2000 and to all references to our Firm included in this registration statement.

Arthur Andersen LLP

Dallas, Texas
May 3, 2001