

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)  
Robert J. McDonough  
2140 Lake Park Blvd.  
Richardson, Texas 75080-2254
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. Transaction Date  
9/10/02
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)  
 President WW Refrigeration/  
 European & Latin Am Ops. (EVP)
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)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Trans- action Code		4. Securities Acquired(A) or Disposed of (D)		5) Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
			Code	V	Amount	D			
Common Stock, par value \$0.01 par value per share	09/10/02		S		2,284	D	\$15.9500		
Common Stock, par value \$0.01 par value per share	09/11/02		M		16,000	A	\$7.2810		
Common Stock, par value \$0.01 par value per share	09/11/02		S		16,000	D	\$15.7798	100,360	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) Trans- action Date	3A. Deemed Execution Date, if any (Month/Day Year)	4) Trans- action 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
Non-Qualified Stock Option (right to buy)	\$7.2810	09/11/02		M		16,000		12/08/95	12/08/05

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)	3A Deemed Execution Date, if any (Month/ Day/ Year)	7) Title and Amount of Underlying Securitie	8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10) Ownership Form of Derivative Security: or Direct (D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)	09/11/02		Common Stock, par value \$0.01 per share	16,000	9,245	D	

Explanation of Responses:

- Attorney-in-fact pursuant to the power of attorney dated July 21, 2000.

SIGNATURE OF REPORTING PERSON  
/S/ By: Carl E. Edwards, Jr.

For: Robert J. McDonough  
DATE 9/12/02

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Carl E. Edwards, Jr. and Anne W. Teeling as the undersigned's true and lawful attorney-in-fact to:

- a. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Lennox International Inc. (the "Company"), or one of its subsidiaries, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- b. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- c. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of July 2000.

/s/ Robert J. McDonough  
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Robert J. McDonough