SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] **INMAN DAVID L**	2. Issuer Name **and** Ticker or Trading Symbol **LENNOX INTERNATIONAL INC** [LII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)

2140 LAKE PARK BOULEVARD

(Street)

RICHARDSON TX   75080

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2003

4. If Amendment, Date of Original Filed (Month/Day/Year)
09/02/2003

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Chief Accounting Officer

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	08/29/2003		P[(1)]		563	A	$7.527	50,745[(3)]	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$7.527	08/29/2003		S[(2)]			1,120	12/09/1994	12/09/2004	Common Stock, par value $0.01 per share	1,120	$15.9	563	D	
Non-Qualified Stock Option (right to buy)	$7.527	08/29/2003		S[(2)]			563	12/09/1994	12/09/2004	Common Stock, par value $0.01 per share	563	$7.527	0.00	D	

Explanation of Responses:

1. Purchase of remaining shares after sale of shares for option exercise price, commission, margin interest and any applicable taxes.

2. Pursuant to a cashless exercise of 1683 stock options, 1120 shares were sold to cover the option exercise price, commissions, margin interest and any applicable taxes. The remaining 563 shares were retained and purchased by the reporting owner.

3. 688 restricted shares were previously reported, vested on 12/31/02 and released on 3/28/03 with the closing price as of 12/31/02. Of those, 362 shares were retained and 326 shares were allotted for taxes on the release date.

Remarks:

Attorney-in-fact pursuant to power of attorney dated October 31, 2001.

Carl E. Edwards, Jr., Attorney-in-fact for David L. Inman	09/02/2003
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.