

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)  
 Roth, William G.  
 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. Statement for Month/Year  
 06/01
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)
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-<br>action<br>Date<br>(Month/<br>Day/Year) | 3. Trans-<br>action<br>Code<br>Code V | 4. Securities Acquired(A)<br>or<br>Disposed of (D)<br>Amount | A<br>or<br>D | Price   | 5) Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect<br>(I) | 7) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|---|---|---------------------------------------|--|--------------|---------|--|---|---|
| Common Stock, par value<br>\$0.01 per share | 06/29/01  | A(1) V                                | 828  | A            | \$10.56 | 19,099   | 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<br>Security | 2) Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3) Trans-<br>action<br>Date | 4) Trans-<br>action<br>Code | V | A | 5) Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D) | D | 6) Date Exercisable and<br>Expiration Date | Date Exercisable | Expiration Date |
|------------------------------------|--|-----------------------------|-----------------------------|---|---|--|---|--|------------------|-----------------|
|------------------------------------|--|-----------------------------|-----------------------------|---|---|--|---|--|------------------|-----------------|

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

| 1) Title of Derivative<br>Security | 3) Trans-<br>action<br>Date | 7) Title and Amount<br>of Underlying<br>Securities<br>Title | 8) Price<br>of Deri-<br>vative<br>Security<br>Amount or<br>Number of<br>Shares | 9) Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 10) Ownership<br>Form of<br>Derivative<br>Security: or<br>Direct (D) or<br>Indirect (I) | 11) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|------------------------------------|-----------------------------|---|--|--|---|--|
|------------------------------------|-----------------------------|---|--|--|---|--|

Explanation of Responses:

(1)  
 Directors' Quarterly Stock Compensation  
 Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON  
 /S/ By: Carl E. Edwards, Jr.  
 For: William G. Roth  
 DATE 07/06/01