

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)
Smith, Richard A.
2140 Lake Park Blvd.
Richardson, TX 75080
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
5/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
Chief Financial Officer
7. 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	2) Trans- action Date (Month/ Day/Year)	3) Trans- action Code		4) Securities Acquired(A) or Disposed of (D)		5) Amount of Securities Beneficially Owned at End of Month	6) Ownership Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
		Code	V	Amount	A or D Price			
Common Stock, par value \$0.01 per share	5/17/02	A(1)	V	28,000	A	35,136	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 Month/ Day/Year	4) Trans- action Code		5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date Month/Day/Year	
			Code	V		A	D
Non-Qualified Stock Option (right to buy)	\$16.21	5/17/02	A	V	42,100	(2)	12/13/08

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	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security		9) Number of Derivative Securities Beneficially Owned at End of Month (I)	10) Ownership Form of Derivative Security Direct (D) or Indirect	11) Nature of Indirect Beneficial Ownership
			Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	5/17/02	Common Stock, par value \$0.01 per share	42,100		42,100	Direct	

Explanation of Responses:

- (1) Restricted Stock Award.
- (2) 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 1/16/01.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: Richard A. Smith
DATE 6/7/02

