

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)  
Booth, Thomas W.  
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  
12/19/02
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)  
 VP Bus Dev HTD/LII Director
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><br>(Month/<br>Day/Year) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Day/Year) | 3. Trans-<br>action<br>Code<br><br>Code V | 4. Securities Acquired(A)<br>or Disposed of (D)<br><br>A<br>or<br>D<br>Price | 5) Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Owner-<br>ship<br>Form:<br>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 | 12/19/02  |   | G V                                       | 1,700  | 141,932  | I   | Booth Charitable<br>Remainder Trust(1)              |
| Common Stock, par value<br>\$0.01 per share |   |   |   |  | 37,520   | I   | Daughter Carolyn(1)                                 |
| Common Stock, par value<br>\$0.01 per share |   |   |   |  | 38,531   | I   | Daughter Kathleen(1)                                |
| Common Stock, par value<br>\$0.01 per share |   |   |   |  | 40,062   | I   | Thomas Booth Trust                                  |
| Common Stock, par value<br>\$0.01 per share |   |   |   |  | 2,007,956  | I   | Trust FBO R. Booth<br>(2)                           |
| Common Stock, par value<br>\$0.01 per share |   |   |   |  | 70,343   | I   | by Spouse(1)  |

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<br>(Month/<br>Day/<br>Year) | 3A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Day/Year) | 4) Trans-<br>action<br>Code<br><br>Code V | 5) Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D)<br><br>A<br>D | 6) Date Exercisable and<br>Expiration Date<br><br>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 | 3A<br>Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Day/Year) | 7) Title and Amount<br>of Underlying<br>Securities<br><br>Title | 8) Price<br>of Deri-<br>vative<br>Secur-<br>ity<br><br>Amount or<br>Number of<br>Shares | 9) Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 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 |
|------------------------------------|-----------------------------|--|---|---|--|---|--|
|------------------------------------|-----------------------------|--|---|---|--|---|--|

1. The reporting person has only a remainder interest in the trust, and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.  
 2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- - Attorney-in-fact pursuant to the power of attorney dated July 9, 1999.

SIGNATURE OF REPORTING PERSON  
/S/ By: Carl E. Edwards, Jr.  
For: Thomas W. Booth  
DATE 12/20/02