

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)
Miller, Donald E.
5965 E. Princeton Cr.

Englewood, CO 80111

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
02/01

5. If Amendment, Date of Original (Month/Year)

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

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

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	02/16/01	M		16,830	A	\$7.2800	D	
Common Stock, par value \$0.01 per share	02/16/01	S		16,830	D	\$11.4381	D	
Common Stock, par value \$0.01 per share	02/16/01	M		67,320	A	\$7.5300	D	
Common Stock, par value \$0.01 per share	02/16/01	S		67,320	D	\$11.4381	5,119	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	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)	\$7.2800	02/16/01	M			16,830	12/08/95	12/08/05
Non-Qualified Stock Option (right to buy)	\$7.5300	02/16/01	M			67,320	12/09/94	12/09/04

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		8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Ownership Form of Derivative Security Direct (D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
		Title	Amount or Number of				
Non-Qualified Stock Option (right to buy)	02/16/01	Common Stock par value \$0.01 per share	16,830		0.00	D	
Non-Qualified Stock Option (right to buy)	02/16/01	Common Stock par value \$0.01 per share	67,320		0.00	D	

Explanation of Responses:

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

For: Donald E. Miller
DATE 03/09/01