

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)
Norris, III, John 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
1/02
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)
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- action Date (Month/ Day/Year) | 3. Trans- action Code Code V | 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 |
|---|---|---------------------------------------|---|--------------|----------|--|---|---|
| | | | Amount | A or D | Price | | | |
| Common Stock, par value \$0.01 per share | 1/2/02 | A(1) V | 255 | A | \$9.8150 | 273,104 | Direct | |
| Common Stock, par value \$0.01 per share | | | | | | 4,987 | Indirect | B.W.Norris Trust |
| Common Stock, par value \$0.01 per share | | | | | | 1,000 | Indirect | Daughter, Lily |
| Common Stock, par value \$0.01 per share | | | | | | 4,063 | Indirect | L.C. Norris Trust |
| Common Stock, par value \$0.01 per share | | | | | | 2,621,406 | Indirect | Norris Family Ltd Partnership (1) |
| Common Stock, par value \$0.01 per share | | | | | | 16,142 | Indirect | Son, Benjamin |
| Common Stock, par value \$0.01 per share | | | | | | 9,547 | Indirect | Son, William |
| Common Stock, par value \$0.01 per share | | | | | | 16,817 | Indirect | Spouse, Catherine |
| Common Stock, par value \$0.01 per share | | | | | | 4,987 | Indirect | W.H.Norris Trust |

1

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 |

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 | 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: or Direct (D) or Indirect (I) | 11) Nature of Indirect Beneficial Ownership |
|------------------------------------|-----------------------------|--|--|--|---|--|
| | | Title | Amount or Number of Shares | | | |

Explanation of Responses:

(1) Directors' Quarterly Stock Compensation

- Attorney-in-fact pursuant to the power of attorney dated 4/20/01.

SIGNATURE OF REPORTING PERSON

/S/ By: Carl E. Edwards, Jr.
For: John W. Norris, III
DATE 2/5/02