

BOXER SCOTT J
 Form 4
 June 10, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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)
 Boxer, Scott J
 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
 5/02
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)
 President Lennox Industries
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
			Amount	A or D	Price	
Common Stock, par value \$0.01 per share	5/17/02	A(1) V	28,000	A		150,312

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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

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)
			Code V	A D	
Non-Qualified Stock Option (right to buy)	\$16.21	5/17/02	A	V	42,100

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Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	Amount or Number of Shares	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Mo
		Title			
Non-Qualified Stock Option (right to buy)	5/17/02	Common Stock, par value \$0.01 per share	42,100		42,100

SIGNATURE OF REPORTING PERSON
 /S/ By: Carl E. Edwards, Jr.
 For: Scott J. Boxer
 DATE 6/7/02