LENNOX INTERNATIONAL INC
Form 4
December 17, 2002

OMB APPROVAL	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

|_| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

Anderson,	David	H.
(Last)	(First)	(Middle)
2140 Lake Park Blvd.		
Richardson,	Texas	75080-2254
(City)	(State)	(Zip)

Lennox International Inc. (LII)

2. Issuer Name and Ticker or Trading Symbol

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)
12/13/02

4. Statement for Month/Day/Year

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

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
|x| Director
|_| 10% Owner
|_| Officer (give title below)
|_| Other (specify below)

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

5.

1. Title of Security (Instr. 3)	2. Trans-action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Amount Securi Benefi Owned Follow Report Transa (Instr Instr.
			Code	V	Amount	(A) or (D)	Price	

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	3A Deemed Execution Date, if any Month/ Day/Year	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)	$13.3750	12/13/02		A		12,483	

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	3A Deemed Execution Date, if any Month/Day/ Year	7)Title and Amount of Underlying Securities		8)Price of Deriv-ative Secur-ity	9)Number Derivati Securiti Benefici Owned Followin Reported Transact
			Title	Amount or Number Of Shares		
Non-Qualified Stock Option (right to buy)	12/13/02		Common Stock, par value, $0.01 per share	12,483		12,483

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: David H. Anderson
DATE 12/17/02

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.If space is insuffici procedure.