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EDWARDS CARL E JR

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)

Edwards, Jr., Carl E.

7510 Vista Ridge Ct.

Garland, TX 75044

- 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

- [X] Officer (give title below) [] Other (specify below) Chief Legal Officer
- 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	3.Trans- action		4.Securities Acquired(A) or Disposed of (D)			5) Amount of Securities	6) Fc
	Date	Code			A		Beneficially	Di
	(Month/				or		Owned at	or
	Day/Year)	Code	V	Amount	D	Price	End of Month	I
Common Stock, par value \$0.01 per share	5/17/02	A(1)	V	28,000	А		225 , 174	D

Table II (PART 1)	Derivative	Securities	Acquired,	Disposed of,	or Beneficially Owned (Colu	ımns 1
1) Title of Derivat	ive 2)Co	nversion	3)Trans-	4)Trans-	5)Number of Derivative	6)
Security	or E	xercise	action	action	Securities Acquired (A)	Ex

action action Securities Acquired (A)
Date Code or Disposed of (D) Security or Exercise Price of Derivative Date Code V A D Security

Non-Qualified Stock Option (right to buy)

\$16.21 5/17/02 A V 42,100

1

(2

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Table II (PART 2) Deriva	ative Secu:	rities Acquired, Di	isposed of	f, or	Beneficially	Owned (Columns 1
1) Title of Derivative Security	-,	7)Title and Amount of Underlying Securities Title	Am Nu	mount umber nares	of Deri- vative	9) Number of Derivative Securities Beneficially Owned at End of Period Shares
Non-Qualified Stock Option (right to buy)	5/17/02	Common Stock, par value \$0.01 per sh		2,100		42,100

SIGNATURE OF REPORTING PERSON /S/ Edwards, Jr., Carl E. DATE 6/7/02