

ASHENHURST HARRY J
 Form 4
 December 16, 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)
 Ashenhurst, Harry 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
 12/12/02
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)
 Chief Administration Officer
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)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Trans- action Code ----- Code V	4. Securities Acquired (A) or Disposed of (D) ----- Amount	5) A Sec Ben Own Fol Rep Tra
Common Stock, par value \$0.01 per share	12/12/02		A(1)	28,000	222

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

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	4) Trans- action Code	5) Number of De Securities Acq or Disposed of
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	Year)	Code	V	A	D
Non-Qualified Stock Option (right to buy)	\$13.5750	12/12/02		46,310	

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3

1) Title of Derivative Security	3) Transaction Date (Month/Day/Year)	3A Deemed Execution Date, if any (Month/Day/Year)	7) Title and Amount of Underlying Securities Title	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned Following Reported Transaction
Non-Qualified Stock Option (right to buy)	12/12/02		Common Stock, par value \$0.01 per share	46,310	46,310

SIGNATURE OF REPORTING PERSON
 /S/ By: Carl E. Edwards, Jr.
 For: Harry J. Ashenurst
 DATE 12/16/02