

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)  
Schwartz, Michael G.  
2140 Lake Park Blvd.  
Richardson, TX 75080
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 North American  
 Distributed Products
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-<br>action<br>Date<br>(Month/<br>Day/Year) | 3) Trans-<br>action<br>Code<br>Code V | 4) Securities Acquired(A)<br>or Disposed of (D) |              |       | 5) Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 6) Owner-<br>ship Form:<br>Direct (D)<br>or<br>Indirect (I) | 7) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|---|---|---------------------------------------|---|--------------|-------|--|---|---|
|   |   |                                       | Amount  | A<br>or<br>D | Price |  |   |   |
| Common Stock, par value<br>\$0.01 per share | 5/17/02   | A(1) V                                | 28,000  | A            |       | 146,143  | D   |   |

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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

| 1) Title of Derivative<br>Security           | 2) Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3) Trans-<br>action<br>Date | 4) Trans-<br>action<br>Code |   | 5) Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D) | 6) Date Exercisable and<br>Expiration Date |                                     |
|--|--|-----------------------------|-----------------------------|---|--|--|-------------------------------------|
|  |  |                             | Code                        | V | A  | D  | Date Exercisable<br>Expiration Date |
| Non-Qualified Stock Option<br>(right to buy) | \$16.21  | 5/17/02                     | A                           | V | 42,100   | (2)  | 12/13/08                            |

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

| 1) Title of Derivative<br>Security           | 3) Trans-<br>action<br>Date | 7) Title and Amount<br>of Underlying<br>Securities | 8) Price<br>of Deri-<br>vative<br>Security | 9) Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 10) Owner-<br>ship Form:<br>Derivative<br>Security:<br>Direct (D) or<br>Indirect (I) | 11) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|--|-----------------------------|--|--|--|--|--|
|  |                             | Title  | Amount or<br>Number of<br>Shares           |  |  |  |
| Non-Qualified Stock Option<br>(right to buy) | 5/17/02                     | Common Stock, par<br>value, \$0.01 per share       | 42,100                                     | 42,100   | D  |  |

Explanation of Responses:

- (1) Restricted Stock Award.
- (2) The option becomes exercisable in three equal annual installments, commencing one year after the date of grant.  
- Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON  
/S/ By: Carl E. Edwards, Jr.  
For: Michael G. Schwartz  
DATE 6/7/02