

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)
Pennington, William Lane
4205 Amherst
Dallas, TX 75225
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
12/00
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 WW Heat Transfer/
Asia Pacific Ops.
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) Amount | A or D Price | 5) Amount of Securities Beneficially Owned at End of Month | 6) Ownership Form: Direct (D) or Indirect (I) | 7) Nature of Indirect Beneficial Ownership |
|---|---|---|---|------------------------|--|--|---|
| Common Stock, par value \$0.01 per share | 12/15/00 | A(1) V | 40,000 | A | 74,894 | Direct | |

1

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 Month/Day/Year | 4) Trans- action Code Code V A | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) D | 6) Date Exercisable and Expiration Date Month/Day/Year Date Exercisable Date Expiration |
|--|--|---|---|---|--|
| Non-Qualified Stock Option (right to buy) | \$7.8750 | 12/15/00 | A V | 60,773 | (2) 12/15/07 |

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 Month/Day/ Year | 7) Title and Amount of Underlying Securities Title | Amount or Number of Shares | 8) Price of Deri- vative Security | 9) Number of Derivative Securities Beneficially Owned at End of Month | 10) Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 11) Nature of Indirect Beneficial Ownership |
|--|---|---|----------------------------------|--|--|---|--|
| Non-Qualified Stock Option (right to buy) | 12/15/00 | Common Stock | 60,773 | | 60,773 | Direct | |

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: William Lane Pennington
DATE 01/08/01