

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
3/02
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 Administration 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 Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired(A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect Beneficial Ownership
Common Stock, par value \$0.01 per share	3/5/02	J(1) V	2,100	D \$9.75	150,805	D

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	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Date Exercisable	Expiration Date
------------------------------------	--	-----------------------------	---------------------------------------	--	---	--------------------

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	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Owner- ship Form of Derivative Security: Direct (D) or Indirect (I)	11) Nature of Indirect Beneficial Ownership
------------------------------------	-----------------------------	---	--	--	--	--

Explanation of Responses:

- (1) Restricted shares vested on 12/31/01, but were released on 3/5/02 with the closing price as of 12/31/01. Shares were traded for taxes on the release date.
- - Attorney in fact pursuant to the power of attorney dated 7/9/99.
- - An audit of reporting person's Employee Stock Purchase Plan account revealed an additional unreported 38 shares purchased on 7/25/00.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: Harry J. Ashenhurst
DATE 4/9/02