

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)
 Roth, William G.
 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
 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)
 Director
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) A or D Price	5) Amount of Securities Beneficially Owned at End of Month	6) Owner- ship Form: Direct (D) or Indirect (I)	7) Nature of Indirect Beneficial Ownership
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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
Non-Qualified Stock Option (right to purchase)	\$16.3650	5/20/02	A V	11,348	(1) 12/14/08

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: or Direct (D)I of Indirect (I)	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to purchase)	5/20/02	Common Stock, par value \$0.01 per share	11,348	11,348	D	

Explanation of Responses:

- (1) The option becomes exercisable in three equal annual installments, commencing on year after the date of grant.
 - - Attorney-in-fact pursuant to the power of attorney dated 4/28/00.

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