

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)
Anderson, David H.
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
1/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)
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) | | | 5) Amount of Securities Beneficially Owned at End of Month | 6. Ownership Form: Direct (D) or Indirect (I) | 7) Nature of Indirect Beneficial Ownership |
|---------------------------------------------|-----------------------------------------------------|---------------------------------------|--------------------------------------------------|--------------|----------|------------------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------|
| | | | Amount | A or D | Price | | | |
| Common Stock, par value \$0.01 per share | 1/8/02 | M | 5,000 | A | \$7.28 | | D | |
| Common Stock, par value \$0.01 per share | 1/8/02 | S | 5,000 | D | \$10.00 | 0.00 | D | |
| Common Stock, par value \$0.01 per share | | | | | | 66,825 | I | Betty Oakes Trust |
| Common Stock, par value \$0.01 per share | 1/2/02 | A(1) V | 414 | A | \$9.8150 | 3,562,077 | I | D. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | | | | | | 89,930 | I | Daughter Kristin |
| Common Stock, par value \$0.01 per share | | | | | | 199,881 | I | K. H. Anderson Trust |
| Common Stock, par value \$0.01 per share | | | | | | 203,935 | I | Linda L. Anderson Trust |

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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 A | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) | 6) Date Exercisable and Expiration Date | |
|---------------------------------------------|--------------------------------------------------------------------|-----------------------------|-----------------------------------------|--------------------------------------------------------------------------|--------------------------------------------|-----------------|
| | | | | | Date Exercisable | Expiration Date |
| Common Stock, par value \$0.01 per share | \$7.28 | 1/8/02 | M | 5,000 | 12/8/95 | 12/8/05 |

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) Ownership Form of Derivative Security: or Direct (D) or Indirect (I) | 11) Nature of Indirect Beneficial Ownership |
|---------------------------------------------|-----------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------------|
| Common Stock, par value \$0.01 per share | 1/8/02 | Common Stock, par value \$01.01 per share | 5,000 | 11,830 | D | |

Explanation of Responses:

- (1) Directors' Quarterly Stock Compensation.
- - Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
For: David H. Anderson
DATE 2/5/02