

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)
Mishler, James L.
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
12/00
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)
President Lennox Retail Inc.
EVP
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	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
			V	A or D	Amount			
Common Stock, par value \$0.01 per share	12/15/00	A(1)	V	40,000	A	79,447	Direct	
Common Stock, par value \$0.01 per share						100	Indirect	by Son

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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 Month/Day/Year	4) Trans- action Code		5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date Month/Day/Year	
			Code	V A		Date Exercisable	Expiration Date
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		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
		Title	Amount or Number of				
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: Jmaes L. Mishler
DATE 01/08/01