UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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)
Booth, Thomas W.
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)
[X] Director [ ] 10% Owner
[X] Officer (give title below) [ ] Other (specify below)
VP Bus Dev HTD/LII Director
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)Transaction Date (Month/Day/Year)	3.Transaction 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	5/17/02	A(1)	V	2,700	A		652,544	D	
Common Stock, par value $0.01 per share							144,932	I	Booth Charitable Remainder Trust
Common Stock, par value $0.01 per share							35,949	I	Daughter Carolyn
Common Stock, par value $0.01 per share							36,960		Daughter Kathleen
Common Stock, par value $0.01 per share							40,062	I	Thomas Booth Trust
Common Stock, par value $0.01 per share							2,007,956	I	Trust FBO R. Booth (1)
Common Stock, par value $0.01 per share							68,772	I	by Spouse

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)Transaction Date	4)Transaction 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 buy)	$16.21	5/17/02	A	V	6,900		(2)	12/13/08

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)Transaction Date Month/Day/Year	7)Title and Amount of Underlying Securities Title	Amount or Number of Shares	8)Price of Derivative Security	9)Number of Derivative Securities Beneficially Owned at End of Month (I)	10)Ownership Form of Derivative Security Direct (D) or Indirect	11)Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)	5/17/02	Common Stock, par value $0.01 per share	6,900		6,900	D	

Explanation of Responses:

(1) Restricted Stock Award
(2) The option becomes exercisable in three equal annual installments, comencing 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: Thomas W. Booth
DATE 6/7/02