

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)  
Byrne, James 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  
01/01
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	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	Amount	A or D			
Common Stock, par value \$0.01 per share	01/03/01	A(1)	V	397	A \$9.4375	34,189	Direct	

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

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  Title	8) Price of Deri- vative Security  Amount or Number of		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

Explanation of Responses:

(1)  
Directors' Quarterly Stock Compensation

SIGNATURE OF REPORTING PERSON  
/S/ By: Carl E. Edwards, Jr.  
For: James J. Byrne  
DATE 02/08/01