

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)
Henry, C. L.(Jerry)
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
[] 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) 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
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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	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)Ownership Form of Derivative Security: or Direct (D) or Indirect (I)	11)Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to purchase)	5/20/02	Common Stock, par value \$.01 per share	11,348	11,348	D	

Explanation of Responses:

(1) 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: C. L. Henry

DATE 6/7/02