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SCHWARTZ MICHAEL E

Form 4

December 16, 2002

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)
Schwartz, Michael G.
2140 Lake Park Blvd.
Richardson, TX 75080
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
12/12/02
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 North American
Distributed Products
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) | 2A. Deemed Execution Date, if any (Month/ Day/Year) | 3. Trans- action Code V | 4. Securities Acquired(A) or Disposed of (D) A or Amount D Price | 5) Amount of Securities Beneficially Owned Following Reported Transaction(s) |
|---|---|---|----------------------------------|--|--|
| Common Stock, par value \$0.01 per share | 12/12/02 | | A(1) | 28,000 A | 189,852 |

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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) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4) Trans- action Code | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) |
|------------------------------------|--|---|---|-----------------------------|--|
|------------------------------------|--|---|---|-----------------------------|--|

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| | | Day/Year) | Code | V | A | D |
|--|-----------|-----------|------|---|--------|---|
| Non-Qualified Stock Option (right to buy) | \$13.5750 | 12/12/02 | A | | 46,310 | |

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 | 3A Deemed Execution Date, if any (Month/ Day/Year) | 7)Title and Amount of Underlying Securities ----- Title | 8)Price of Deri- vative Secur- ity | 9)Number of Derivative Securities Beneficially Owned Following Reported Transaction |
|--|----------------------------|--|---|--|--|
| Non-Qualified Stock Option (right to buy) | 12/12/02 | | Common Stock, par value \$0.01 per share | 46,310 | 46,310 |

SIGNATURE OF REPORTING PERSON
 /S/ By: Carl E. Edwards, Jr.
 For: Michael G. Schwartz
 DATE 12/16/02