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LENNOX INTERNATIONAL INC

Form 4/A

April 10, 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)

Robert J. McDonough

2140 Lake Park Blvd.

Richardson, Texas 75080-2254

- 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
 3/31/02
- 5. If Amendment, Date of Original (Month/Year) 4/02
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director
- [] 10% Owner
- [X] Officer (give title below) [] Other (specify below)
 President WW Refrigeration/
 European & Latin Am Ops. (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 V		4.Securities Acquired(A) or Disposed of (D) A or Amount D Price		5) Amount of Securities Beneficially Owned at End of Month	6. Fo (D In
Common Stock, par value \$0.01 par value Common Stock, par value \$0.01 par value	3/5/02 3/5/02	S J(1) V	18,762 1,428	D D	\$11.1035 \$ 9.7500	58,136	Di

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Security	curity or Exercise Price of Derivative	action Date	action Code	Securities Acquor Disposed of	
	Security		Code V	A	D

e Securities	Acquired, Disposed of	, or Beneficia	ally Owned (Co	lumns 1,3
3)Trans-	7) Title and Amount		8)Price	9) Numb
action	of Underlying		of Deri-	Deriva
Date	Securities		vative	Securi
		Amount or	Security	Benefi
		Number of		Owned
	Title	Shares		End of
	3)Trans- action	3) Trans- 7) Title and Amount action of Underlying Date Securities	3)Trans- 7)Title and Amount action of Underlying Date Securities Amount or Number of	action of Underlying of Deri- Date Securities vative Amount or Security Number of

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: Robert J. McDonough DATE 4/10/02