

HENRY C L  
 Form 4  
 April 11, 2003  
 SEC Form 4

|   |   |   |  |
|---|---|---|--|
| <p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>   | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br/>                 Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response. . . . . 0.5</p> |  |
| <p>1. Name and Address of Reporting Person*<br/> <b>Henry, C.L. (Jerry)</b></p> <p>_____<br/>                 (Last) (First)<br/>                 (Middle)<br/> <b>2140 Lake Park Blvd.</b></p> <p>_____<br/>                 (Street)<br/> <b>Richardson, TX 75080</b></p> <p>_____<br/>                 (City) (State)<br/>                 (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Lennox International Inc.<br/>                 LII</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>  | <p>4. Statement for (Month/Day/Year)</p> <p><b>04/11/2003</b></p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>   | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |  |                                |     |  |     |           |   |  |   |
|--|--------------------------------------|--|--------------------------------|-----|--|-----|-----------|---|--|---|
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |     | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5) |     |           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  | Code                           | V   | Amount   | A/D | Price     |   |  |   |
| Common Stock, par value \$0.01 per share   | 04/08/2003                           |  | A                              | (1) | 595.00   | A   | \$14.7050 | 8,121.00  | D  |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |                           |                     |                      |                |              |                         |                                   |                        |                                    |               |        |
|--|---------------------------|---------------------|----------------------|----------------|--------------|-------------------------|-----------------------------------|------------------------|------------------------------------|---------------|--------|
| 1. Title of Derivative Security  | 2. Conversion or Exercise | 3. Transaction Date | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative Securities | 10. Ownership | 11. Na |

Edgar Filing: HENRY C L - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr.8) |   | Derivative Security Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | Expiration Date (ED) (Month/Day/Year) | Securities (Instr. 3 and 4) |   | Security (Instr.5) | Beneficially Owned Following Reported Transaction(s) (Instr.4) | Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4) | Other (Instr. 4) |
|------------|------------------------------|------------------|-------------------------------|----------------|---|---|---------------------------------------|-----------------------------|---|--------------------|--|---|------------------|
|            |                              |                  |                               | Code           | V |   |                                       | A                           | D |                    |  |   |                  |

**Explanation of Responses:**

(1) Director's Quarterly Stock Compensation  
 Attorney-in-fact pursuant to power of attorney dated 7/14/00.

**By:**  
/s/ Carl E. Edwards, Jr.

**Date:**  
04/11/2003

Attorney-in-fact for C.L. (Jerry) Henry  
 \*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).  
 \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.