| SMITH D | ENNIS H |
|------------|--|
| Form 4 | |
| June 10, 2 | 002 |
| | NITED STATES SECURITIES AND EXCHANGE COMMISSION ashington, D.C. 20549 |
| FC | DRM 4 |
| SI | TATEMENT 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) |
| ± . | Smith, Dennis H. |
| | 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) [] Director [] 10% Owner |
| | [X] Officer (give title below) [] Other (specify below) |
| | President, Service Experts Inc |
| 7. | . Individual or Joint/Group Filing (Check Applicable Line) |
| | [X] Form filed by One Reporting Person |
| | [] Form filed by More than One Reporting Person |

| 1)Title of Security | 2)Trans- action Date (Month/ Day/Year) | 3.Trans- action Code Code V | - 4.Securit or Dispos Amount | | - | 5)Amount of Securities Beneficially Owned at End of Month | 6. Ow Form: (D) o Indir (I) |
|---|--|--------------------------------------|------------------------------------|---|---|---|---|
| Common Stock, par value \$0.01 per share | 5/17/02 | A(1) V | 28,000 | A | | 38,000 | Di |

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1

| Table II (PART 1) Derivati | ve Securities A | Acquired, Dispos | sed of, or | Beneficially Owned | d (Columns | 3 1 |
|-----------------------------------|---|----------------------------|----------------------------|---|------------|----------|
| 1)Title of Derivative Security | 2)Conversion or Exercise Price of Derivative | 3)Trans- action Date | 4)Trans- action Code | - 5)Number of Derivative Securities Acquired (A) or Disposed of (D) | | 6) Ex |
| | Security | | Code V | A | D | Da |
| Non-Qualified Stock Option | \$16.21 | 5/17/02 | A V | 2,100 | | (2 |

(right to buy)

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

| | | | | |
|---|---------|---|--------|--|
| 1)Title of Derivative 3)Trans- Security action Date | | 7)Title and Amount of Underlying Securities Amount Number | | 9)Number Derivati Securiti Benefici Owned at End of M |
| | | Title | Shares | |
| Non-Qualified Stock Option (right to buy) | 5/17/02 | Common Stock, \$0.01 par value per share | 2,100 | 2,100 |

SIGNATURE OF REPORTING PERSON
/S/ By: Carl E. Edwards, Jr.
 For: Dennis H. Smith
DATE 6/7/02