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BOXER SCOTT J

Form 4

September 23, 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)

Boxer, Scott J

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 9/9/02
- 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 Lennox Industries
- 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	ty 2)Trans- 2A. action Deemed Date Executio (Month/ Date, if Day/Year) any M/D/				4.Securities Acquired(A) or Disposed of (D) A or Amount D Price			5) Amount Securiti Benefici Owned at End of M
Common Stock, par value \$0.01 per share	9/9/02		L	V	59	А	\$15.9640	168,756

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

1)Title of Derivative Security	2)Conversion or Exercise Price of Derivative	3)Trans- action Date	4)Trans- action Code	5)Number of Derivativ Securities Acquired (or Disposed of (D)	
	Security		Code V	A	D

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Table II (PART 2) Derivativ	e Securiti 	es Acquired,	Disposed o	of, or Ber	nefici	ally Owned	(Columns 1
1)Title of Derivative Security	•	7)Title and of Underlyin Securities		Amount Number		8)Price of Deri- vative Security	9) Number Derivativ Securitie Beneficia Owned at
		Title		Shares	3		End of Mc

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: Scott J. Boxer DATE 9/23/02