

LENNOX INTERNATIONAL INC

Form 4

September 06, 2002

OMB APPROVAL
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

<p><b>1. Name and Address of Reporting Person*</b></p> <p>Norris, Jr., John W.</p> <hr/> <p style="text-align: center;"><i>(Last) (First) (Middle)</i></p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>Lennox International Inc. (LII)</p> <hr/>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</b></p> <hr/>
<p>2140 Lake Park Blvd.</p> <hr/> <p style="text-align: center;"><i>(Street)</i></p>	<p><b>4. Statement for Month/Day/Year</b></p> <p>September 5, 2002</p> <hr/>	<p><b>5. If Amendment, Date of Original (Month/Day/Year)</b></p> <hr/>
<p>Richardson, Texas 75080-2254</p> <hr/> <p style="text-align: center;"><i>(City) (State) (Zip)</i></p>	<p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></p> <p><input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p>	<p><b>7. Individual or Joint/Group Filing (Check Applicable Line)</b></p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>

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\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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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)	(A) or (D)	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	Price			
Common Stock, par value \$0.01 per share	09/05/02		P	1,250.00	A	\$15.9600	D	
Common Stock, par value \$0.01 per share	09/05/02		G (1)	1,250.00	D	\$15.9600	0.00	D
Common Stock, par value \$0.01 per share						321,750.00	I	JWNorris Tr A
Common Stock, par value \$0.01 per share						663,135.00	I	Megan Norris Tr A
Common Stock, par value \$0.01 per share						2,643,376.00	I	Norris Family Ltd. P
Common Stock, par value \$0.01 per share						321,750.00	I	RWNorris Tr A
Common Stock, par value \$0.01 per share						201,729.00	I	Wife



**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
	Date Exercisable      Expiration Date	Amount or Number of Shares			

**Explanation of Responses:**

(1) Gift to grandson, Jondall Taylor Norris, a minor. Shares deposited with his father, Jeffrey C. Norris, as custodian. Attorney-in-fact pursuant to the power of attorney dated 7/9/99.

_____ <i>/s/ Carl E. Edwards, Jr.</i>	_____ 9-05-02
**Signature of Reporting Person	Date
By: Carl E. Edwards, Jr. For: John W. Norris, Jr.	

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

\*\* 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.