

BOXER SCOTT J
 Form 4
 June 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)
 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
 5/02
 5. If Amendment, Date of Original (Month/Year)
 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President Lennox Industries
 7. Individual or Joint/Group Filing (Check Applicable Line)
 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) Amount | Price | 5) Amount of Securities Beneficially Owned at End of Month |
|---|---|---------------------------------------|--|-------|--|
| Common Stock, par value \$0.01 per share | 5/17/02 | A(1) V | 28,000 | A | 150,312 |

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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 Security | 3) Trans- action Date | 4) Trans- action Code Code V | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) |
|--|--|-----------------------------|---------------------------------------|--|
| Non-Qualified Stock Option (right to buy) | \$16.21 | 5/17/02 | A V | 42,100 |

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

| 1) Title of Derivative Security | 3) Transaction Date | 7) Title and Amount of Underlying Securities | Amount or Number of Shares | 8) Price of Derivative Security | 9) Number of Derivative Securities Beneficially Owned at End of Month |
|---|---------------------|--|----------------------------|---------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 5/17/02 | Common Stock, par value \$0.01 per share | 42,100 | | 42,100 |

SIGNATURE OF REPORTING PERSON
 /S/ By: Carl E. Edwards, Jr.
 For: Scott J. Boxer
 DATE 6/7/02