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LENNOX INTERNATIONAL INC Form 4 May 07, 2001

> 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) Thompson, Richard L. 2311 E. Tanglewood Ln. Peoria, IL 61614 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 04/01 5. If Amendment, Date of Original (Month/Year) 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [] 10% Owner [X] Director [] Officer (give title below) [] Other (specify below) Director 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	3.Trans- action Code	4.Securities Acquired(A) or Disposed of (D)			5)Amount of Securities	6. Fc (E
	Date (Month/			A or		Beneficially Owned at	
	Day/Year)	Code V	Amount	D	Price	End of Month	(]
Common Stock, par value \$0.01 per share	04/02/01	A(1) V	391	A	\$10.4000	71,326	D
				1			

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

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

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

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Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1)Title of Derivative	3)Trans-	7)Title and Amount		8)Price	9)Numb
Security	action	of Underlying		of Deri-	Deriva
	Date	Securities		vative	Securi
			Amount or	Security	Benefi
			Number of		Owned
		Title	Shares		End of

SIGNATURE OF REPORTING PERSON /S/ By: Carl E. Edwards, Jr. For: Richard L. Thompson DATE 05/07/01