

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Lennox International Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

42-0991521
(I.R.S. Employer
Identification Number)

2140 Lake Park Blvd., Richardson, Texas 75080
(Address of principal executive offices, including zip code)

1998 Incentive Plan of Lennox International Inc.
(Full Title of the Plan)

Carl E. Edwards, Jr.
Executive Vice President,
General Counsel and Secretary
Lennox International Inc.
2140 Lake Park Blvd.
Richardson, Texas 75080
(Name and address of agent for service)

(972) 497-5000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01per share	2,938,135 shares (1)	\$7.88	\$23,152,504	\$6113

[FN]

(1) Each share of Common Stock issued by the Registrant has one associated non-detachable right to purchase one one-hundredth of a share of Series A Junior Participating Preferred Stock.

(2) Calculated pursuant to Rule 457 (c) and (h) based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on December 15, 2000.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the information concerning the 1998 Incentive Plan of Lennox International Inc. (the "Plan") required by Item 1 of

Form S-8 and the statement of availability of registrant information, Plan information and other information required by Item 2 of Form S-8 will be sent or given to employees as specified by Rule 428 under the Securities Act of 1933, as amended ("Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. Lennox International Inc. (the "Company") shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Company shall furnish to the Commission or its staff a copy or copies of any or all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement is being filed solely to register the issuance of up to 2,938,135 additional shares of the Company's Common Stock pursuant to the 1998 Incentive Plan of Lennox International Inc., as amended. The Company previously filed a Registration Statement on Form S-8 (File No. 333-83961) covering 4,603,500 shares of its Common Stock authorized for issuance under such Plan. Except as supplemented by the information set forth below, the contents of that earlier Registration Statement are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel.

Carl E. Edwards, Jr., the Executive Vice President, General Counsel and Secretary of the Company, has passed on the legality of the shares of Common Stock offered hereby for the Company. As of December 1, 2000, Mr. Edwards beneficially owned 157,174 shares of Common Stock and held options to purchase an additional 266,026 shares of Common Stock, of which options covering 101,216 shares were exercisable.

Item 8. Exhibits.

- 4.1 - Restated Certificate of Incorporation of the Company, as amended (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-75725) (the "S-1") and incorporated herein by reference)
- 4.2 - Amended and Restated Bylaws of the Company (filed as Exhibit 3.2 to the S-1 and incorporated herein by reference)
- 4.3 - Specimen of certificate representing Common Stock, par value \$0.01 per share, of the Company (filed as Exhibit 4.1 to the S-1 and incorporated herein by reference)
- 4.4 - 1998 Incentive Plan of Lennox International Inc. (filed as Exhibit 10.8 to the S-1 and incorporated herein by reference)
- 4.5 - Amendment to 1998 Incentive Plan dated December 15, 2000
- 5 - Opinion of Carl E. Edwards, Jr., Esq, Executive Vice President, General Counsel and Secretary of the Company
- 23.1 - Consent of Arthur Andersen LLP.
- 23.2 - Consent of Carl E. Edwards, Jr., Esq. (included in Exhibit 5)
- 24 - Power of Attorney (included on the execution page of this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richardson, State of Texas, on this 15th day of December 2000.

LENNOX INTERNATIONAL INC.

By: /s/ John W. Norris, Jr.

John W. Norris, Jr.
Chairman of the Board and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Lennox International Inc., a Delaware corporation, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission under the provisions of the Securities Act of 1933, hereby constitutes and appoints John W. Norris, Jr., Robert E. Schjerven and Carl E. Edwards, Jr, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, and in any and all capacities, to sign and file any and all amendments to this Registration Statement on Form S-8, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, it being understood that said attorneys-in-fact and agents, and each of them, shall have full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and that each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on December 15, 2000.

Signature

Title

/s/ John W. Norris, Jr.

John W. Norris, Jr.

Chairman of the Board
and Chief Executive Officer
(Principal Executive Officer)

/s/ Clyde W. Wyant

Clyde W. Wyant

Executive Vice President
and Chief Financial Officer
(Principal Financial Officer)

/s/ John J. Hubbuch

John J. Hubbuch

Vice President, Controller
and Chief Accounting Officer
(Principal Accounting Officer)

/s/ Linda G. Alvarado

Linda G. Alvarado

Director

/s/ David H. Anderson

David H. Anderson

Director

/s/ Richard W. Booth

Richard W. Booth

Director

/s/ Thomas W. Booth

Thomas W. Booth

Director

/s/ David V. Brown

David V. Brown

Director

/s/ James J. Byrne

James J. Byrne

Director

/s/ Janet K. Cooper

Janet K. Cooper

Director

/s/ Charles L. Henry Director

Charles L. Henry

/s/ John E. Major Director

John E. Major

/s/ Donald E. Miller Director

Donald E. Miller

/s/ William G. Roth Director

William G. Roth

/s/ Terry D. Stinson Director

Terry D. Stinson

/s/ Richard L. Thompson Director

Richard L. Thompson

EXHIBIT INDEX

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The Lennox International Inc. 1998 Incentive Plan, as amended, is hereby amended to delete Paragraph 5 of the Plan, in its entirety, and replace it with the following:

"5. Common Stock Available for Awards. Subject to the provisions of paragraph 15 hereof, there shall be available for Awards under this Plan granted wholly or partly in Common Stock (including rights or options that may be exercised for or settled in Common Stock) an aggregate of 7,541,635 shares of Common Stock, of which an aggregate of not more than 660,000 shares shall be available for Director Awards and the remainder shall be available for Employee Awards and Independent Contractor Awards. The number of shares of Common Stock that are the subject of Awards under this Plan, that are forfeited or terminated, expire unexercised, are settled in cash in lieu of Common Stock or in a manner such that all or some of the shares covered by an Award are not issued to a Participant or are exchanged for Awards that do not involve Common Stock, shall again immediately become available for Awards hereunder. The Committee may from time to time adopt and observe such procedures concerning the counting of shares against the Plan maximum as it may deem appropriate. The Board and the appropriate officers of the Company shall from time to time take whatever actions are necessary to file any required documents with governmental authorities, stock exchanges and transaction reporting systems to ensure that shares of Common Stock are available for issuance pursuant to Awards."

Carl E. Edwards, Jr., Esq.
Executive Vice President, General Counsel and Secretary
Lennox International Inc.
2140 Lake Park Blvd.
Richardson, Texas 75080

December 18, 2000

Lennox International Inc.
2140 Lake Park Blvd.
Richardson, Texas 75080

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Lennox International Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the offering of up to 2,938,135 additional shares (the "Shares") of the common stock, par value \$0.01 per share ("Common Stock"), of the Company, pursuant to the 1998 Incentive Plan of Lennox International Inc. (the "Plan"), certain legal matters in connection with the Shares are being passed upon for the Company by me. At the Company's request, this opinion is being furnished to the Company for filing as Exhibit 5 to the Registration Statement.

In my capacity as counsel to the Company in the connection referenced above, I have examined the Company's Restated Certificate of Incorporation and Amended and Restated Bylaws, each as amended to date, and the Plan, and have examined the originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed.

I have assumed that all signatures on all documents examined by me are genuine, that all documents submitted to me as originals are authentic, that all documents submitted to me as copies are true and correct copies of the originals thereof and that all information submitted to me was accurate and complete.

Based upon my examination as aforesaid, and subject to the assumptions, qualifications, limitations and exceptions herein set forth, I am of the opinion that:

1. The Company is a corporation duly incorporated and validly existing in good standing under the laws of the State of Delaware.

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2. When issued and sold from time to time in accordance with the provisions of the Plan (and any applicable agreements pertaining to awards granted or to be granted under the Plan) pursuant to awards granted by, and for consideration fixed by, the Committee of the Board of Directors of the Company charged with administering the Plan, the Shares will be duly authorized by all necessary corporate action on the part of the Company, validly issued, fully paid and nonassessable.

The opinions set forth above are limited to the General Corporation Law of the State of Delaware, and no opinion is expressed herein as to matters governed by the law of any other jurisdiction.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Carl E. Edwards, Jr.

Carl E. Edwards, Jr.

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CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our reports dated February 18, 2000 included in Lennox International Inc. Form 10-K for the year ended December 31, 1999 and to all references to our Firm included in this registration statement.

Arthur Andersen LLP

Dallas, Texas
December 18, 2000