

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  
08/00

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[X] Director [ ] 10% Owner  
[ ] 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

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

1) Title of Security	2) Transaction Date (Month/Day/Year)	3) Transaction Code	4) Securities Acquired (A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect or Beneficial Ownership
Common Stock, par value \$0.01 per share	08/29/00	M	5,400.00 A \$7.5267			D Direct
Common Stock, par value \$0.01 per share	08/29/00	J (1)	5,400.00 D \$13.4000			D Direct
Common Stock, par value \$0.01 per share	08/30/00	M	16,830.00 A \$7.2800			D Direct
Common Stock, par value \$0.01 per share	08/30/00	M	23,500.00 A \$7.5267			D Direct
Common Stock, par value \$0.01 per share	08/30/00	J (1)	23,500.00 D \$13.4447			D Direct
Common Stock, par value \$0.01 per share	08/31/00	M	14,700.00 A \$7.5267			D Direct
Common Stock, par value \$0.01 per share	08/31/00	J (1)	14,700.00 D \$13.5245			D Direct
Common Stock, par value \$0.01 per share	08/31/00	M (2)	23,720.00 A \$7.5300	70,069.00		D Direct

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 Derivative Security	3) Transaction Date	4) Transaction Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date	Exercisable	Expiration
Non-Qualified Stock Option (right to buy)	\$7.2800	08/30/00	M	16,830.00	12/08/95		12/08/05
Non-Qualified Stock Option (right to buy)	\$7.5300	08/29/00	M	5,400.00	12/09/94		12/09/04
Non-Qualified Stock Option (right to buy)	\$7.5300	08/30/00	M	23,500.00	12/09/94		12/09/04
Non-Qualified Stock Option (right to buy)	\$7.5300	08/31/00	M	14,700.00	12/09/94		12/09/04
Non-Qualified Stock Option (right to buy)	\$7.5300	08/31/00	M	23,720.00	12/09/94		12/09/04

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

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I	11) Nature of Indirect or Beneficial Ownership
Non-Qualified Stock Option (right to buy)	08/30/00	Common Stock, par value \$0.01 per share	16,830.00	0.00		D Direct
Non-Qualified Stock Option (right to buy)	08/29/00	Common Stock, par value \$0.01 per share	5,400.00			D Direct
Non-Qualified Stock Option (right to buy)	08/30/00	Common Stock, par value \$0.01 per share	23,500.00			D Direct
Non-Qualified Stock Option (right to buy)	08/31/00	Common Stock, par value \$0.01 per share	14,700.00			D Direct
Non-Qualified Stock Option (right to buy)	08/31/00	Common Stock, par value \$0.01 per share	23,720.00	0.00		D Direct

Explanation of Responses:

(1)  
Shares sold to cover the option exercise price, commission, margin interest and

any applicable taxes for exercise of 67,320 shares. (2) Purchase of remaining shares after sale of shares for option exercise price, commission, margin interest and any applicable taxes.

SIGNATURE OF REPORTING PERSON

/S/ By: Carl E. Edwards, Jr.

For: Richard L. Thompson

DATE 09/06/00