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MILLENNIUM CHEMICALS INC

Form 8-K

October 04, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: October 4, 2004

Date of Earliest Event Reported: October 1, 2004

MILLENNIUM CHEMICALS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-12091
(Commission File Number)

22-3436215
(I.R.S. Employer Identificat
Number)

20 Wight Avenue, Suite 100
Hunt Valley, Maryland 21030
(Address of principal executive offices)

Registrant's telephone number, including area code: (410) 229-4400

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR
230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR
240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange
Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange
Act (17 CFR 240.13e-4(c))

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Item 7.01 Regulation FD Disclosure.

On October 1, 2004, Millennium Chemicals Inc. announced the convertibility of its convertible senior debentures. Millennium's October 1, 2004 press release regarding its convertible senior debentures is being furnished with this Current Report on Form 8-K as Exhibit 99.1. The foregoing press release shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit	Description
99.1	Press Release issued October 1, 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf of the undersigned hereunto duly authorized.

Dated: October 4, 2004

MILLENNIUM CHEMICALS INC.
 By: /s/ C. William Carmean

 C. William Carmean
 Senior Vice President, General Counsel &
 Secretary

EXHIBIT INDEX

Exhibit	Description
99.1	Press release issued October 1, 2004

STATEMENT OF DIFFERENCES

Characters normally expressed as subscript shall be preceded by.....[u]

