

MILLENNIUM CHEMICALS INC  
Form 8-K  
September 24, 2004

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM 8-K

CURRENT REPORT

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

Date of Report: September 24, 2004

Date of Earliest Event Reported: September 24, 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

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

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

Item 7.01. Regulation FD Disclosure.

On September 24, 2004, Millennium Chemicals Inc. ("Millennium") announced in a press release that the registration statements on Form S-4 (File No. 333-106132) and S-3 (File No. 333-113841) of Millennium and Millennium America Inc., a wholly-owned subsidiary of Millennium, have been declared effective by the Staff of the Securities and Exchange Commission. 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.

Exhibit	Description
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99.1 Press Release issued September 24, 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: September 24, 2004

MILLENNIUM CHEMICALS INC.

By: /s/ C. William Carmean

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

EXHIBIT INDEX

Exhibit -----	Description -----
99.1	Press release issued September 24, 2004

STATEMENT OF DIFFERENCES

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