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MILLENNIUM CHEMICALS INC  
Form 8-K  
May 17, 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: May 17, 2004

Date of Earliest Event Reported: May 17, 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)

22-3436  
(I.R.S. Employer)

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

Registrant's telephone number, including area code: (410) 229-4400  
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Item 7. Financial Statements and Exhibits.

Exhibit -----	Description -----
99.1	Press Release issued May 14, 2004

Item 9. Regulation FD Disclosure.

On May 14, 2004, Millennium Chemicals issued the press release furnished 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.

The information in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be

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expressly set forth by specific reference in such filing. Exhibit 99.1 contains certain "non-GAAP financial measures." The reasons for using non-GAAP financial measures are explained on pages 3 and 4 of our Annual Report on Form 10-K for the year ended December 31, 2003, as amended.

Item 12. Results of Operations and Financial Condition.

This press release is being furnished pursuant to Item 9 and Item 12.

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: May 17, 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
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STATEMENT OF DIFFERENCES

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