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MILLENNIUM CHEMICALS INC

Form 8-K

October 28, 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 28, 2004

Date of Earliest Event Reported: October 28, 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)

22-343621
(I.R.S. Employer Identifi

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 2.02 Results of Operation and Financial Condition.

This press release reporting third quarter business performance is being furnished pursuant to Items 2.02 and 9.01.

This information furnished under Item 2.02 is not "filed" pursuant to the Securities Exchange Act of 1934 and is not incorporated by reference into any registration statements under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit	Description
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99.1	Press Release issued October 28, 2004 reporting third quarter business
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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 28, 2004

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

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

EXHIBIT INDEX

Exhibit	Description
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99.1	Press release reporting third quarter business performance issued October 28, 2004
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STATEMENT OF DIFFERENCES

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