

MILLENNIUM CHEMICALS INC

Form 8-K/A

April 29, 2003

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: April 28, 2003

Date of Earliest Event Reported: April 28, 2003

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
Identification Number)

230 Half Mile Road
Red Bank, New Jersey 07701
(Address of principal executive offices)

Registrant's telephone number, including area code: (732) 933-5000
(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statements and Exhibits

| <u>Exhibit</u> | <u>Description</u> |
|----------------|-------------------------------------------|
| 99.2 | Investor Presentation made April 29, 2003 |

Item 9. Regulation FD Disclosure

On April 29, 2003, the registrant made the investor presentation furnished in Exhibit 99.2 as part of its earnings release webcast. The foregoing shall not be deemed to be filed for the 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 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 expressly set forth by specific reference in such filing. Exhibit 99.2 contains certain non-GAAP financial measures. The reasons for using non-GAAP financial measures are explained on page 3 and 4 of our Annual Report on Form 10-K for the year ended December 31, 2002.

This presentation is being furnished pursuant to Item 9 and Item 12

| <u>Exhibit</u> | <u>Description</u> |
|----------------|-------------------------------------------|
| 99.2 | Investor Presentation made April 29, 2003 |

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: April 29, 2003

MILLENNIUM CHEMICALS INC.
By: /s/C. William Carmean
C. William Carmean
Senior Vice President, General Counsel &
Secretary

| <u>Exhibit</u> | <u>Description</u> |
|----------------|-------------------------------------------|
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