

MILLENNIUM CHEMICALS INC  
Form S-8 POS  
August 09, 2005

As filed with the Securities and Exchange Commission on August 9, 2005.

Registration No. 333-76674

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT

*Under*

*THE SECURITIES ACT OF 1933*

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# MILLENNIUM CHEMICALS INC.

(Exact Name of Registrant as Specified in Its Charter)

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1221 McKinney Street, Suite 700

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

Houston, Texas 77010  
(Address of Principal Executive Offices and Zip Code)

22-3436215  
(I.R.S. Employer  
Identification No.)

**MILLENNIUM SAVINGS & INVESTMENT PLAN**

(Full Title of the Plan)

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**KERRY A. GALVIN**

**Senior Vice President, General Counsel and Secretary**

**Millennium Chemicals Inc.**

**1221 McKinney Street, Suite 700**

**Houston, Texas 77010**

(Name and Address of Agent for Service)

**(713) 652-7200**

(Telephone Number, Including Area Code, of Agent for Service)

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DEREGISTRATION OF COMMON STOCK

On January 14, 2002, Millennium Chemicals Inc. (the Registrant ) filed with Securities and Exchange Commission (the Commission ) a registration statement on Form S-8, Registration No. 333-76674, as amended by Post-Effective Amendment No. 1 filed on January 22, 2002 (the Registration Statement ), for the sale of 4,642,166 shares of the common stock (the Common Stock ), par value \$0.01 per share, of the Registrant under the Millennium Savings & Investment Plan (the Plan ).

On March 28, 2004, the Registrant entered into an Agreement and Plan of Merger with Lyondell Chemical Company ( Lyondell ) and a 100 percent owned subsidiary of the Registrant providing for a stock-for-stock business combination between the Registrant and Lyondell. As consideration for the transaction, each share of Common Stock was converted into the right to receive 0.95 share of Lyondell s common stock, par value \$1.00 per share, and the share of the Registrant s preferred stock issued to Lyondell immediately before the transaction was converted into the Common Stock of the Registrant. As a result, the Registrant became Lyondell s 100 percent owned subsidiary.

This Post-Effective Amendment No. 2 is being filed to terminate the Registration Statement and to deregister all of the shares of Common Stock originally registered thereby which remain unissued as of such termination.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 to Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Houston, Texas, on August 9, 2005.

**MILLENNIUM CHEMICALS INC.**

By: /s/ Kerry A. Galvin

Name: Kerry A. Galvin  
 Title: Senior Vice President,  
 General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Form S-8 has been signed by the following persons in the capacities and as of the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bart de Jong</u> Bart de Jong	Director	August 9, 2005
<u>/s/ Edward J. Dineen</u> Edward J. Dineen	Director	August 9, 2005
<u>/s/ Morris Gelb</u> Morris Gelb	Director	August 9, 2005
<u>/s/ Dan F. Smith</u> Dan F. Smith	Chief Executive Officer (Principal Executive Officer)	August 9, 2005
<u>/s/ T. Kevin DeNicola</u> T. Kevin DeNicola	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 9, 2005
<u>/s/ Charles L. Hall</u> Charles L. Hall	Vice President and Controller (Principal Accounting Officer)	August 9, 2005

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 2 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Houston, Texas, on August 9, 2005.

**MILLENNIUM SAVINGS & INVESTMENT PLAN**

By:  /s/ Allen C. Holmes

Name: Allen C. Holmes

Title: Chairman of Benefits

Administrative Committee  
(On behalf of Millennium Savings & Investment Plan)