

MILLENNIUM CHEMICALS INC
Form 15-12B
December 01, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 1-12091

Millennium Chemicals Inc.

(Exact name of registrant as specified in its charter)

20 Wight Avenue, Suite 100

Hunt Valley, MD 21030

(410) 229-4400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock

(Title of each class of securities covered by this Form)

4% Convertible Senior Debentures due 2023*

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i) <input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i) <input type="checkbox"/>
Rule 12g-4(a)(1)(ii) <input type="checkbox"/>	Rule 12h-3(b)(1)(ii) <input type="checkbox"/>
Rule 12g-4(a)(2)(i) <input type="checkbox"/>	Rule 12h-3(b)(2)(i) <input type="checkbox"/>
Rule 12g-4(a)(2)(ii) <input type="checkbox"/>	Rule 12h-3(b)(2)(ii) <input type="checkbox"/>
	Rule 15d-6 <input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 2

Pursuant to the requirements of the Securities Exchange Act of 1934, Millennium Chemicals Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

MILLENNIUM CHEMICALS INC.

Date: December 1, 2004

By: /s/ KERRY A. GALVIN

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

* These debentures are convertible into the common stock, par value \$1.00 per share, of Lyondell Chemical Company.