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MILLENNIUM CHEMICALS INC  
Form 425  
October 20, 2004

Filed by Millennium Chemicals Inc.

Pursuant to Rule 425 under the Securities Act of 1933 and

Deemed Filed Pursuant to Rule 14a-6 under the Securities Exchange Act of 1934

Subject Company: Millennium Chemicals Inc.

Form S-4 Registration Statement File No.: 333-114877

**Additional Information:**

In connection with the proposed transaction, Lyondell and Millennium have filed relevant materials with the SEC, including Lyondell's Amendment No. 3 to its registration statement on Form S-4 which contains a preliminary joint proxy statement/prospectus regarding the proposed transaction between Lyondell and Millennium, which was filed on September 30, 2004. The definitive joint proxy statement/prospectus was filed with the SEC on October 15, 2004 and will be sent to holders of Lyondell's and Millennium's common stock. **Investors and security holders are urged to read the definitive joint proxy statement/prospectus and any other relevant documents filed or that will be filed with the SEC because they contain, or will contain, important information.** Investors and security holders may obtain a free copy of the definitive joint proxy statement/prospectus and other documents filed by Lyondell and Millennium with the SEC at the SEC's web site at [www.sec.gov](http://www.sec.gov). The definitive joint proxy statement/prospectus and the other documents filed by Millennium may also be obtained free from Millennium by calling Millennium's Investor Relations department at 410-229-8113.

**Forward-Looking Statements:**

These materials contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the proposed transaction between Lyondell Chemical Company ( Lyondell ) and Millennium Chemicals Inc. ( Millennium ) including Millennium's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Millennium's management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements. The following factors, among others, could affect the proposed transaction and the anticipated results: approval by Lyondell's and Millennium's respective shareholders and the parties' ability to achieve expected synergies in the transaction within the expected timeframes or at all. Additional factors that could cause Millennium's results to differ materially from those described in the forward-looking statements can be found in Exhibit 99.1 to Millennium's Annual Report on Form 10-K for the year ended December 31, 2003, which was filed with the SEC on March 12, 2004, Exhibit 99.1 to Millennium's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004, which was filed with the SEC on May 14, 2004 and the definitive joint proxy statement/prospectus. Millennium disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise.

This filing contains slides utilized in presentations to customers of Millennium Chemicals Inc. These materials are being filed pursuant to Rule 425 under the Securities Act of 1933.

























