

MILLENNIUM CHEMICALS INC  
Form 8-K  
July 27, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): July 27, 2006**

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**MILLENNIUM CHEMICALS INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**1-12091**  
(Commission File Number)

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

**Two Greenville Crossing, 4001 Kennett Pike, Suite 238 Greenville, Delaware**  
(Address of principal executive offices)

**19807**  
(Zip Code)

**(713) 652-7200**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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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 Operations and Financial Condition**

On July 27, 2006, Lyondell Chemical Company ( Lyondell ) issued a press release announcing Lyondell s, Equistar Chemicals, LP s ( Equistar ) and Millennium Chemicals Inc. s ( Millennium ) results for the second-quarter of 2006, which is furnished herewith as Exhibit 99.1 and incorporated by reference into this Item 2.02. As a result of Lyondell s November 30, 2004 acquisition of Millennium, Equistar and Millennium are wholly owned subsidiaries of Lyondell.

Lyondell will host a conference call on July 27, 2006 at 11:30 a.m. Eastern Time to discuss the results. The call will be broadcast live on Lyondell s web site at [www.lyondell.com/earnings](http://www.lyondell.com/earnings). A replay of the call will be available on the web site at [www.lyondell.com/earnings](http://www.lyondell.com/earnings) at 2:30 p.m. Eastern Time on July 27, 2006. Reconciliations of non-GAAP financial measures to GAAP financial measures, together with any other applicable disclosures, including the earnings release, will be available at 11:30 a.m. Eastern Time on July 27, 2006 at [www.lyondell.com/earnings](http://www.lyondell.com/earnings).

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

99.1 Press Release (filed as Exhibit 99.1 to Lyondell s Current Report on Form 8-K dated as of July 27, 2006 and incorporated herein by reference)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MILLENNIUM CHEMICALS INC.

By: /s/ Kerry A. Galvin

Name: Kerry A. Galvin

Title: Senior Vice President and General Counsel

Date: July 27, 2006

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.1                      | Press Release (filed as Exhibit 99.1 to Lyondell's Current Report on Form 8-K dated as of July 27, 2006 and incorporated herein by reference) |