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MILLENNIUM CHEMICALS INC

Form 425

June 08, 2004

Filed by Millennium Chemicals Inc.  
Pursuant to Rule 425 under the Securities Act of 1933 and  
Deemed Filed Pursuant to Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Millennium Chemicals Inc.  
Form S-4 Registration Statement File No.: 333-114877

Date: June 8, 2004

This filing contains the text of an announcement sent to all employees of Millennium on June 8, 2004. These materials are being filed pursuant to Rule 425 under the Securities Act of 1933.

[Millennium Chemicals logo]

INTEGRATION TEAM NOTES

From: Marie Dreher, Myra Perkinson, Gus Williamson Date: June 8, 2004

Subject: TIO2 ORGANIZATIONAL ANNOUNCEMENT PENDING Location: Hunt Valley  
THE CLOSE OF OUR PROPOSED BUSINESS  
COMBINATION

To: All Millennium Employees

Today we are pleased to announce the planned reporting structure for the TiO2 business, with four functions that will report directly to Bart de Jong, the General Manager, TiO2, at the close of the proposed transaction with Lyondell. These functions include Global Manufacturing, Research & Development, Sales & Marketing, and Supply Chain.

All of these functions will continue to be operated out of Baltimore, Md., with business and support resources necessary for the ongoing needs of the business.

Upon the close of the proposed business combination with Lyondell it is anticipated that:

BRIAN GOEDKE will become Vice President of the global MANUFACTURING organization, with responsibility for Millennium's titanium dioxide facilities in the United States, France, United Kingdom, Australia and Brazil. All site directors will report directly to Brian. In addition, a global manufacturing support function will be established, also reporting to Brian, which will support the achievement of global consistency in manufacturing practices and play a key role in assuring that manufacturing best practices are shared between Lyondell, Equistar and Millennium. The Quality group which currently reports to the Corporate Safety, Health and Environment (SHE) organization will report into this new manufacturing support function. The TiO2 Central Engineering and Technology function will report directly to the Lyondell Engineering organization with a dotted line to Brian. The Health, Safety and Environmental function also will report into Lyondell with dotted line to Brian.

GARY CIANFICHI will continue as Vice President of the global MARKETING AND SALES organization for TiO2 and Performance Chemicals. No material organizational changes are anticipated.

BOB DANIELS will continue as Vice President of global TiO2 RESEARCH AND DEVELOPMENT (R&D), which will continue to be coordinated out of the RCB research facility. Upon the close of the proposed transaction, the ACETYLS R&D activities

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will be reporting into the Lyondell (Intermediate Chemicals & Derivatives) R&D organization.

CLEVER FONSECA will continue as Vice President, global TiO<sub>2</sub> SUPPLY CHAIN. In this capacity he will have responsibility for both "sell" side and "buy" side supply chain functions. As part of supporting the Manufacturing organization in achieving lower controllable costs, Clever will continue to be responsible for the mining operations in Brazil. In addition, the Ferrica Products business will also report to Clever, and he will provide executive-level direction to the Six Sigma activities.

The Integration Team is working diligently to complete the proposed design for the various TiO<sub>2</sub> support functions as well as the Acetyls organization, and we expect to be able to announce the planned leadership roles for these organizations shortly.

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 and Millennium, including financial and operating results, Lyondell'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 Lyondell'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, amendments to Lyondell's and Millennium's respective credit facilities, the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Act, the receipt of other competition law clearances 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 Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2003, which was filed with the SEC on April 27, 2004 (the "Amended Millennium 10-K"), and Lyondell's registration statement containing the preliminary joint proxy statement/prospectus in connection with the proposed transaction, which was filed with the SEC on April 26, 2004. Millennium disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

In addition, in connection with the proposed transaction Lyondell and Millennium have filed relevant materials with the SEC, including Lyondell's registration statement containing a preliminary joint proxy statement/prospectus, which was filed on April 26, 2004. The definitive joint proxy statement/prospectus will be sent to holders of Lyondell's and Millennium's common stock when it becomes available. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS ON FILE WITH THE SEC, THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED BY LYONDELL OR MILLENNIUM BECAUSE THEY CONTAIN, OR WILL CONTAIN, IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the preliminary joint proxy statement/prospectus and the definitive joint proxy statement/prospectus (when it becomes available) and other documents filed by Lyondell and Millennium with the SEC for free at the SEC's web site at [www.sec.gov](http://www.sec.gov). The preliminary joint proxy statement/prospectus and the definitive joint proxy statement/prospectus (when it becomes available) 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.

The respective executive officers and directors of Lyondell and Millennium and

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other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Lyondell's executive officers and directors is available in its proxy statement filed with the SEC by Lyondell on March 16, 2004, and information regarding Millennium's directors and its executive officers is available in the Amended Millennium 10-K. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the preliminary joint proxy statement/prospectus and other relevant materials filed with the SEC and will be contained in the definitive joint proxy statement/prospectus and other relevant materials to be filed with the SEC.