MILLENNIUM CHEMICALS INC

Form 4 April 10, 2001

OMB	APPROVAL
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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

[X] Check this box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). ______ 1. Name and Address of Reporting Person William (First) (Last) (Middle) Millennium Chemicals Inc. (Street) 230 Half Mile Road ______ (City) (State) (Zip) NJ 07701 ______ 2. Issuer Name and Ticker or Trading Symbol Millennium Chemicals Inc. (MCH) ______ 3. IRS or Social Security Number of Reporting Person (Voluntary)

5. If Amendment, Date of Original (Month/Year)

4. Statement for Month/Year

March 2001

6. Relationship of Reporting Person to Issuer

[] Director [X] Officer (give title bel			10% Own Other (ner (specify bel	.ow)		
Vice President - Legal							
					-		
Table I Non-Derivati	ive Securities Ac eneficially Owned	quired,	, Dispo	osed of,			
Table I Non-Derivati or Be	ive Securities Ac eneficially Owned	quired, ====== 3. Trans Code	, Dispo	4. Securitie Disposed (Instr. 3	es Acquire)	
Table I Non-Derivati or Be	tve Securities Aceneficially Owned	quired, 3. Tran: Code (Inst	, Dispo	4. Securitie Disposed (Instr. 3	es Acquire of (D) 1, 4 and 5)	
Table I Non-Derivati or Be	eneficially Owned 2. Transaction Date	quired, 3. Tran: Code (Inst	, Dispo	4. Securitie Disposed (Instr. 3	es Acquire of (D) , 4 and 5)	
Table I Non-Derivati or Be 1. Title of Security (Instr. 3) Common Stock \$0.01 par value/share	2. Transaction Date (mm/dd/yy)	3. Trans Code (Inst	saction	4. Securitie Disposed (Instr. 3	es Acquire of (D) , 4 and 5)	
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Common Stock \$0.01 par value/share 3/30/01 A V 16 A 16.5

Common Stock \$0.01 par value/share 3/30/01 A V 14 A 16.6

Common Stock \$0.01 par value/share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1.	cise 3. T Price Trans- a			Acquired (A) or Disposed		6. Date Exercisable and Expiration Date (Month/Day/Year)			ying s and 4)
Title of Derivative Security (Instr. 3)	Deriv- ative Secur-	Date (Month/ Day/	(Instr. 8)	(Instr. 4 and 5)	3 , 	Date Exer-	Expira- tion		or Number of
Option	19.00	12/06/96	5 A	5,000 2	A 	12/06/99	12/6/06	Stock	5,000

Explanation of Responses:

- 1. Represents the value of the Reporting Person's Company Stock Fund Account in the Company's 401(k) plan as of March 31, 2001, expressed as share equivalents. As of such date, approximately 96.6% of the Company Stock Fund was invested in Company Common Stock, and the remainder was invested in cash.
- 2. Represents the number of shares of Company Common Stock in the Reporting Person's Individual Brokered Account within the Company's 401(k) plan as of March 31, 2001.
- 3. Represents shares of restricted stock granted to the Reporting Person on December 12, 1997 under the Issuer's Long Term Stock Incentive Plan as

follows: (i) 1,494 shares which may vest October 8, 2001, (ii) 1,356 shares which may vest over a five-year period, and (iii) 4,524 shares which may be earned for the five-year performance period ending December 31, 2001, subject to the achievement of performance goals, 50% of which may be distributed when earned and 50% of which may be distributed over a five-year period commencing on the date earned.

- 3A.On February 15, 2001, 43 shares of restricted stock vested under the Issuer's Long Term Stock Incentive Plan and were distributed to the Reporting Person, and 4,395 shares of restricted stock were forfeited.
- 4. Reflects shares allocated to the Reporting Person's account under the Company's Salary and Bonus Deferral Plan as a result of dividends paid on shares held in such Plan.
- 5. Represents amounts allocated to, and the total holdings in, the Reporting Person's Company Stock Fund Account in the Company's Supplemental Savings and Investment Plan as of March 31, 2001, expressed as share equivalents. Because the trustee and record keeper for this plan utilize unit accounting for the Company Stock Fund rather than share accounting, these amounts represent share equivalents allocated to the Reporting Person's account rather than shares of Common Stock.
- 6. Represents an option granted to the Reporting Person on December 6, 1996 under the Issuer's Long Term Stock Incentive Plan to purchase 5,000 shares of the Issuer's Common Stock at \$19.00 per share.

**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedures.