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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).

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1. Name and Address of Reporting Person

Lofredo James A.

(Last) (First) (Middle)

Millennium Chemicals Inc.

230 Half Mile Road (Street)

(City) (State) (Zip)

Red Bank NJ 07701
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2. Issuer Name and Ticker or Trading Symbol

Millennium Chemicals Inc. (MCH)
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3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

March 2001
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5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer

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(Check all applicable)

[] Director [] 10% Owner
 [X] Officer (give title below) [] Other (specify below)

Vice President - Corporate Development

Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock \$0.01 par value/share			V			
Common Stock \$0.01 par value/share						
Common Stock \$0.01 par value/share						
Common Stock \$0.01 par value/share	1/04/01	A	V	50	A	18.8125
Common Stock \$0.01 par value/share	1/18/01	A	V	61	A	17.125
Common Stock \$0.01 par value/share	2/02/01	A	V	63	A	16.67
Common Stock \$0.01 par value/share	2/05/01	D		283	D	16.5
Common Stock \$0.01 par value/share	2/21/01	A	V	59	A	17.72
Common Stock \$0.01 par value/share	2/23/01	A	V	315	A	18.0039
Common Stock \$0.01 par value/share	3/05/01	A	V	59	A	17.71
Common Stock \$0.01 par value/share	3/20/01	A	V	63	A	16.54
Common Stock \$0.01 par value/share	3/30/01	A	V	49	A	16.5
Common Stock \$0.01 par value/share	3/30/01	A	V	22	A	16.6
Common Stock \$0.01 par value/share			V			

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

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FORM 4 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion of Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares

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 shares of restricted stock granted to the Reporting Person on October 8, 1996 under the Issuer's Long Term Stock Incentive Plan as follows: (i) 3,734 shares which may vest on October 8, 2001, (ii) 3,388 shares which may vest over a five-year period, and (iii) 11,308 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.
- 2A. On February 15, 2001, 107 shares of restricted stock were vested under the Issuer's Long Term stock Incentive Plan and were distributed to the Reporting Person, and 10,987 shares of restricted stock were forfeited.
- 3. Includes 716 shares held in the name of the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares.
- 4. Represents shares acquired for the Reporting Person's account under the Company's Salary and Bonus Deferral Plan. The shares allocated to the Reporting Person's account on the specified transaction dates were acquired by the plan trustee at various times and prices, resulting in the average prices indicated in the "Price" column. On February 5, 2001, 633 shares

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vested under the Company's Salary and Bonus Deferral Plan, 283 of these shares were purchased by the Company to pay taxes; and, the balance was distributed to the Reporting Person.

4A. 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 contributed 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.

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**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.