

Edgar Filing: MILLENNIUM CHEMICALS INC - Form 4

MILLENNIUM CHEMICALS INC

Form 4

September 03, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Lee	Robert	E.
(Last)	(First)	(Middle)
Millennium Chemicals Inc. 200 International Circle, Suite 5000		
(Street)		
Hunt Valley	MD	21230
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Millennium Chemicals Inc. (MCH)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

August 16, 26 & 30, 2002

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

Director and Executive Vice President, Growth and Development businesses of

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Millennium Chemicals Inc.

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

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)		Price
		Code	V	Amount	(A) or (D)	
Common Stock \$0.01 par value/share			V			
Common Stock \$0.01 par value/share						
Common Stock \$0.01 par value/share	8/26/02	S		40000	D	13.6189
Common Stock \$0.01 par value/share			V			
Common Stock \$0.01 par value/share	8/16/02	A		71	A	13.88
Common Stock \$0.01 par value/share	8/30/02	A		74	A	13.30

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

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(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or 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
Option	\$16.87	5/18/01	A	61,000 A	5/18/02 5/17/11	Common Stock 61,000
Option	\$12.24	1/24/02	A	90,000 A	1/24/03 1/23/12	Stock 90,000

Explanation of Responses:

1. Represents the value of the Reporting Persons's Company Stock Fund Account in the Company's 401(k) plan as of August 31, 2002, expressed as share equivalents. As of such date, approximately 97.84% 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 which may vest over the next three years.
3. Includes 6 shares owned by the Reporting Person's spouse and 3 shares owned directly by the Reporting Person's son as to which the Reporting Person disclaims beneficial ownership.
- 3A. As disclosed in the Company's 2002 Proxy Statement, the Company loaned \$852,861 to the Reporting Person. Such loans were secured by Company stock, and were made to enable the Reporting Person to pay (without having to sell Company stock) withholding taxes due upon the vesting of restricted stock and to provide for certain other expenses.

In accordance with Section 402 of the Sarbanes-Oxley Act (adopted July 30, 2002), all these loans must be repaid, and \$513,327 must be repaid on or before October 8, 2002. Accordingly, on August 26, 2002, the Reporting Person sold 40,000 shares of the Company's stock to satisfy such loans.

4. Reflects shares allocated to the Reporting Person's account under the Company's Salary and Bonus Deferral 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 August 31, 2002, expressed as share equivalents.

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6. Represents an option granted to the Reporting Person on May 18, 2001 under the Issuer's Omnibus Incentive Compensation Plan to purchase 61,000 shares of the Issuer's Common Stock at \$16.87 per share.
7. Represents an option granted to the Reporting Person on January 24, 2002 under the Issuer's Omnibus Incentive Compensation Plan to purchase 90,000 shares of the Issuer's common Stock at \$12.24 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 procedure.

Page 2