

MILLENNIUM CHEMICALS INC  
Form POS AM  
April 03, 2006

As filed with the Securities and Exchange Commission on April 3, 2006

Registration No. 333-113841

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

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**MILLENNIUM CHEMICALS INC.\***

(Exact Name of Registrant as Specified in Its Charter)

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Two Greenville Crossing,

4001 Kennett Pike, Suite 238

Greenville, Delaware 19807

Delaware  
(State or other jurisdiction of  
incorporation or organization)

(713) 652-7200  
(Address, including zip code, and  
telephone number, including area code,

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

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of Registrant's principal executive offices)

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**KERRY A. GALVIN**

**Senior Vice President, General Counsel and Secretary**

**Millennium Chemicals Inc.**

**4001 Kennett Pike, Suite 238**

**Greenville, Delaware 19807**

**(713) 652-7200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copy to:*

**Stephen A. Massad**

**Baker Botts L.L.P.**

**3000 One Shell Plaza**

**910 Louisiana**

**Houston, Texas 77002-4995**

**(713) 229-1234**

**Fax: (713) 229-1522**

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**Approximate date of commencement of proposed sale to the public: Not Applicable.**

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If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

**ADDITIONAL REGISTRANT\***

<b>Name of Additional</b>	<b>State of</b>	<b>I.R.S. Employer</b>
<b>Registrant as Specified in its Charter</b> Millennium America Inc.	<b>Organization</b> Delaware	<b>Identification Number</b> 98-0045719

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**DEREGISTRATION OF SECURITIES**

The Registrants previously filed with the Securities and Exchange Commission (the Commission), and the Commission declared effective, a registration statement on Form S-3, Registration No. 333-113841 (the Registration Statement), for the registration of the resale of \$150,000,000 principal amount of 4% Senior Convertible Debentures (the Debentures) issued by Millennium Chemicals Inc. and unconditionally guaranteed by Millennium America Inc. and of the shares of common stock of Millennium Chemicals Inc. originally issuable upon conversion of the Debentures. No shares of such common stock have been sold pursuant to the Registration Statement. Pursuant to a stock-for-stock business combination on November 30, 2004, in which Millennium Chemicals Inc. became a wholly-owned subsidiary of Lyondell Chemical Company, the Debentures became convertible instead into common stock of Lyondell Chemical Company. A portion of the Debentures were sold pursuant to the Registration Statement. The contractual obligation to keep the Registration Statement effective has expired and, as a result, the Registrants are no longer required to maintain an effective registration statement related to the securities. This Post-Effective Amendment No. 2 to the Registration Statement is being filed to terminate the Registration Statement and deregister the (1) 11,003,520 shares of the common stock of Millennium Chemicals Inc. which remain unsold under the Registration Statement as of the date hereof and (2) the \$19,882,000 principal amount of the Debentures which remain unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Millennium Chemicals Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 to Form S-3 and has duly caused this Post-Effective Amendment No. 2 to Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Houston, Texas, on April 3, 2006.

**MILLENNIUM CHEMICALS INC.**

By: /s/ Kerry A. Galvin  
Name: Kerry A. Galvin  
Title: Senior Vice President,

General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Form S-3 has been signed by the following persons in the capacities indicated and as of April 3, 2006.

<b>Signature</b>	<b>Title</b>
/s/ Morris Gelb	Chairman of the Board
Morris Gelb	
/s/ Bart de Jong	Director
Bart de Jong	
/s/ Edward J. Dineen	Director
Edward J. Dineen	
/s/ Dan F. Smith	Chief Executive Officer
Dan F. Smith	(Principal Executive Officer)
/s/ T. Kevin DeNicola	Senior Vice President
T. Kevin DeNicola	and Chief Financial Officer
	(Principal Financial Officer)
/s/ Charles L. Hall	Vice President and Controller
Charles L. Hall	and Chief Accounting Officer
	(Principal Accounting Officer)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Millennium America Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 to Form S-3 and has duly caused this Post-Effective Amendment No. 2 to Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Houston, Texas, on April 3, 2006.

**MILLENNIUM AMERICA INC.**

By: /s/ Morris Gelb  
Name: Morris Gelb  
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Form S-3 has been signed by the following persons in the capacities indicated and as of April 3, 2006.

<b>Signature</b>	<b>Title</b>
/s/ Morris Gelb	President and Director
Morris Gelb	(Principal Executive Officer)
/s/ T. Kevin DeNicola	Director
T. Kevin DeNicola	
/s/ Edward J. Dineen	Director
Edward J. Dineen	
/s/ Karen A. Twitchell	Vice President and Treasurer
Karen A. Twitchell	(Principal Financial Officer)
/s/ Charles L. Hall	Vice President and Controller
Charles L. Hall	(Principal Accounting Officer)