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VERCOLLONE DAVID L
Form 4
March 11, 2003

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response.....0.5

UNITED STATES 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(h) of the Investment Company Act of 1940

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

(Print of Type Responses)

1. Name and Address of Reporting Person*

| | | |
|---|------------------|-------------------|
| Vercollone | David | L. |
| ----- (Last) | ----- (First) | ----- (Middle) |
| Millennium Chemicals Inc. 20 Wight Street, Suite 100 | | |
| ----- (Street) | | |
| Hunt Valley, | MD | 21030 |
| ----- (City) | ----- (State) | ----- (Zip) |

2. Issuer Name and Ticker or Trading Symbol

Millennium Chemicals Inc. (MCH)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

March 7, 2003

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

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

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

Senior Vice President - Commercial, Operational Excellence Businesses

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. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (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 | 3/07/03 | | A | | 8,446 | A | |
| Common Stock \$0.01 par value/share | | | | | | | |

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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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (mm/dd/ yy) | 3A. Deemed Execut- ion Date if (mm/dd/ yy) | 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 | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares | |
|--|---|--|--|---|---|--|---------|--|--------|
| Option | \$16.87 | 5/18/01 | | A | 25,000 A | 5/18/02 | 5/18/11 | Common Stock | 25,000 |
| Option | \$12.24 | 1/24/02 | | A | 36,000 A | 1/24/03 | 1/23/12 | Stock | 36,000 |

Explanation of Responses:

1. Represents the value of the Reporting Person's Stock Fund Account in the Company's 401(k) plan as of March 3, 2003, expressed as share equivalents. As of such date 98% of such 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 and October 23, 1997 under the Issuer's Long Term Stock Incentive Plan that may vest over the next three years.
- 2A. On March 7, 2003, the Reporting Person vested in 8,446 shares under the Issuer's Executive Long Term Incentive Plan and were distributed to the Reporting Person.
3. Represents the value of the Reporting Person's Company Stock Fund Account in the Company's Supplemental Savings and Investment Plan as of March 3, 2003, expressed as share equivalents. As of such date, approximately 97.8% of such fund was invested in Company Common Stock, and the remainder was invested in cash. Please note that share equivalent accounting affects the total in column 5. No shares were actually bought or sold during this period.
4. Represents an option granted to the Reporting Person on May 18, 2001 under the Issuer's Omnibus Incentive Compensation Plan to purchase 25,000 shares

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of the Issuer's Common Stock at \$16.87 per share.

5. Represents an option granted to the Reporting Person on January 24, 2002 under the Issuer's Omnibus Incentive Compensation Plan to purchase 36,000 shares of the Issuer's common Stock at \$12.24 per share.

**Signature of Reporting Person -----
Date

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

* If the form is filed by more than one reporting person, see Instruction 4(b) (v).

** 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 is insufficient, see Instruction 6 for procedure.