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MILLENNIUM CHEMICALS INC
Form 425
April 22, 2004

Filed by Millennium Chemicals Inc.
Pursuant to Rule 425 under the Securities Act of 1933 and
Deemed Filed Pursuant to Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Millennium Chemicals Inc.
Commission File No. 1-12091

Date: April 21, 2004

This filing contains the text of a memo sent to all employees of Millennium on April 21, 2004. These materials are being filed pursuant to Rule 425 under the Securities Act of 1933.

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MILLENNIUM
CHEMICALS

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TO: All Employees

DATE: April 21, 2004

FROM: Bob Lee
President and Chief Executive Officer

LOCATION: Hunt Valley, MD

SUBJECT: BART DE JONG TO HEAD GLOBAL TIO2 BUSINESS UPON THE CLOSE OF OUR
PROPOSED BUSINESS COMBINATION

ANNOUNCEMENT FROM DAN SMITH:

As we continue to plan for the integration of Millennium into Lyondell, we remain committed to keeping you advised of integration planning activities and organizational decisions, as they are made.

I am pleased to announce that Bart de Jong will become General Manager, TiO2, upon the close of our proposed business combination with Millennium Chemicals Inc., expected in the third quarter of this year. In this capacity, he will directly report to me, and assume overall responsibility for Millennium's global titanium dioxide (TiO2) business. The business will continue to be operated out of Baltimore, MD, with both business and support resources necessary for the ongoing needs of the business.

In the interim, Bart will continue as Vice President of Corporate Development and co-manager of the joint Lyondell-Millennium Integration Team. The Integration Team is working on the design of each of the organizational units that will report into the General Manager position while Bart and I work together to confirm the leadership team members for each function that will be reporting to Bart.

These materials contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the proposed transaction

between Lyondell Chemical Company ("Lyondell") and Millennium Chemicals Inc. ("Millennium"), including financial and operating results, Lyondell's plans, objectives, expectations and intentions and other statements that are not

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historical facts. Such statements are based upon the current beliefs and expectations of Lyondell's management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements. The following factors, among others, could affect the proposed transaction and the anticipated results: approval by Lyondell's and Millennium's respective shareholders, amendments to Lyondell's and Millennium's respective credit facilities, the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Act, the receipt of other competition law clearances and the parties' ability to achieve expected synergies in the transaction within the expected timeframes or at all. Additional factors that could cause Lyondell's results to differ materially from those described in the forward-looking statements can be found in Lyondell's Annual Report on Form 10-K for the year ended December 31, 2003, which was filed with the Securities and Exchange Commission (the "SEC") on March 12, 2004.

Lyondell and Millennium will file a joint proxy statement/prospectus with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THAT DOCUMENT, WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of that document (when it becomes available) and other documents filed by Lyondell and Millennium with the SEC at the SEC's web site at www.sec.gov. The joint proxy statement/prospectus (when it becomes available) and the other documents filed by Lyondell may also be obtained free from Lyondell by calling Lyondell's Investor Relations department at (713) 309-4590.

The respective executive officers and directors of Lyondell and Millennium and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Lyondell's executive officers and directors is available in its proxy statement filed with the SEC by Lyondell on March 16, 2004, and information regarding Millennium's directors and its executive officers is available in Millennium's Annual Report on Form 10-K for the year ended December 31, 2003, which was filed with the SEC on March 12, 2004. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC.