

MILLENNIUM CHEMICALS INC  
Form 8-K  
December 19, 2001

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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

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**Date of Report: December 19, 2001**

**Date of Earliest Event Reported: December 19, 2001**

**MILLENNIUM CHEMICALS INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>1-12091</b>	<b>22-3436215</b>
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

**230 Half Mile Road**  
**Red Bank, New Jersey 07701**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (732) 933-5000**

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Item 5. Other Events.

The registrant and certain of its subsidiaries have entered into the First Amendment, dated as of December 14, 2001, to the Credit Agreement, dated as of June 18, 2001, with Bank of America, N.A. and JPMorgan Chase Bank and the lenders party thereto, a copy of which is filed as Exhibit 99.1. The First Amendment amends certain provisions of the Credit Agreement, including without limitation the debt coverage ratio under the Credit Agreement for periods through March 31, 2003.

Item 7. Financial Statements and Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	First Amendment, dated as of December 14, 2001, to the Credit Agreement, dated as of June 18, 2001, with Bank of America, N.A. and JPMorgan Chase Bank and the lenders party thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf of the undersigned hereunto duly authorized.

Dated: December 19, 2001

MILLENNIUM CHEMICALS INC.

By: /C. William Carmean/

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C. William Carmean  
Vice President

**EXHIBIT INDEX**

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