

MILLENNIUM CHEMICALS INC  
Form 15-12B  
April 24, 2006

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

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g)  
OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS  
UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-12091  
001-32346

**Millennium Chemicals Inc.**

**Millennium America Inc.**

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(Exact name of Issuer as specified in its charter)

**Two Greenville Crossing, 4001 Kennett Pike, Suite 238, Greenville, Delaware 19807 713-652-7200**

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**7% Senior Notes Due 2006, 9.25% Senior Notes Due 2008, 7.625% Senior Debentures Due 2026 and**

**4% Senior Convertible Debentures Due 2023**

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(Title of each class of securities covered by this Form)

**NONE**

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(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i) ..	Rule 12h-3(b)(1)(i) x
Rule 12g-4(a)(1)(ii) ..	Rule 12h-3(b)(1)(ii) ..
Rule 12g-4(a)(2)(i) ..	Rule 12h-3(b)(2)(i) ..
Rule 12g-4(a)(2)(ii) ..	Rule 12h-3(b)(2)(ii) ..
	Rule 15d-6 ..

Approximate number of holders of record as of the certification or notice date: 66

Pursuant to the requirements of the Securities Exchange Act of 1934, Millennium Chemicals Inc. and Millennium America Inc. have caused this certification/notice to be signed on their behalf by the undersigned duly authorized person.

Date: April 24, 2006

By: /s/ Charles L. Hall  
Charles L. Hall  
Vice President and Controller of Millennium Chemicals Inc.

Date: April 24, 2006

By: /s/ Charles L. Hall  
Charles L. Hall  
Vice President and Controller of Millennium America Inc.