HANIK PETER P Form 4 April 02, 2003

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response0.5

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.	1. Name and Address of Reporting Person*								
	Hanik	Peter	Р.						
	(Last) Millennium Chemicals Inc. 20 Wight Street, Suite 100	(First)	(Middle)						
		(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 o	f Reporting Person,	if an entity (voluntary)						
4.	. Statement for Month/Day/Year								
	March 31, 2003								
5.	5. If Amendment, Date of Original (Month/Day/Year)								

<sup>6.</sup> Relationship of Reporting Person(s) to Issuer (Check all applicable)

_   X	Director Officer (give	title below)	_   _		cify below)		
Sen	ior Vice Preside	ent - Technolog	У				
7. Ind	. Individual or Joint/Group Filing (Check Applicable line)						
X							
	Table I No		cially Owned			===	
		2. Trans-	2A. Deemed	3. Transaction Code	Disposed of (Instr. 3, 4	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
1. Title of Security (Instr. 3)		action Date (mm/dd/yy)	any (mm/dd/yy)	(Instr. 8)  Code	 / Amount	(A) or (D)	Price
Common Savalue/sha					J		
value/sh	tock \$0.01 par						
Common State value/sh	tock \$0.01 par						
	tock \$0.01 par	3/31/03		А	46	A	11.57
Common S	tock \$0.01 par are	3/31/03		А	345	А	11.43
Common St	tock \$0.01 par are						

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

\_\_\_\_\_\_

1. Title of	2. Conversion or Exercise Price of Deriv-	3A. Deemed 3. Execut- Trans- ion	4. Trans- action Code (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount or		
Derivative Security (Instr. 3)	ative Secur-	Date (mm/dd/	any (mm/dd/	8)	4 and 5)	Exer-	Expira- tion Date	Title	Number of Shares
Options	\$16.87	5/18/01		А	25,000 A	5/18/02	5/18/11	Common Stock	25,000
Option	\$12.24	1/24/02		Α	36,000 A	1/24/03	1/23/12	Stock	36 <b>,</b> 000
Option	\$11.68	3/31/03		Α	20,000 A	3/31/04	3/30/13	Stock	20,000

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Explanation of Responses:

- 1. Represents the value of the Reporting Person's Company Stock Fund Account in the Company's 401(k) plan as of March 31, 2003, expressed as share equivalents. As of such date, approximately 97.5% 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 23, 1997 and April 22, 1998 under the Issuer's Long Term Stock Incentive Plan which may vest over the next three years.
- 3. Reflects shares allocated to the Reporting Person's account under the Company's Salary and Bonus Deferral Plan as a result of dividends paid on shares held in such Plan.
- 4. Represents the value of the Reporting Person's Company Stock Fund Account in the Company's Supplemental Savings and Investment Plan as of March 31, 2003 expressed as share equivalents. As of such date, approximately 97.7% 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.
- 5. 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 of the Issuer's Common Stock at \$16.87 per share.
- 6. 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.

7. Represents an option granted to the Reporting Person on March 31, 2003 under the Issuer's Omnibus Incentive Compensation Plan to purchase 20,000 shares of the Issuer's Common Stock at \$11.68 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  $4\,(\text{b})\,(\text{v})$  .
- \*\* 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.

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