VERCOLLONE DAVID L Form 4 September 17, 2002

U.S. 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(f) of the Investment Company Act of 1940

	Section 30(f) of	f the Investment (Compan	y Act of 1940	
[_]	Check box if no longer somay continue. See Instruct		16. F	orm 4 or Form 5 obliga	ations
1.	Name and Address of Report	ting Person*			
	Vercollone	David		L.	
	(Last) Millennium Chemicals Inc. 200 International Circle, St	(First)		(Middle)	
		(Street)			
	Hunt Valley	MD		21030	
	(City)	(State)		(Zip)	
2.	Issuer Name and Ticker or Millennium Chemicals Inc.				
3.	IRS Identification Number	of Reporting Pers	son, i	f an Entity (Voluntary	y)
4.	Statement for Month/Day/Ye	ear			
	September 15, 2002				
5.	If Amendment, Date of Orio	ginal (Month/Year))		
6.	Relationship of Reporting (Check all applicable)	Person to Issuer			
	<pre>[_] Director [X] Officer (give title)</pre>			0% Owner ther (specify below)	
	Senior Vice President - Com	mercial, Operation	nal Ex	ecellence Businesses	

7. Individual or Joint/Group Filing	(Check applic	cable line)		_	
<pre>[X] Form filed by one Reporting [_] Form filed by more than one</pre>		rson			
				_	
	ficially Owned		ed of,	=	
			4. Securities Acqu		(A) or
		3. Transaction	Disposed of (D) (Instr. 3, 4 ar		
1. Title of Security (Instr. 3)	Date		Amount	(A)	Price
Common Stock \$0.01 par value/share		V			
Common Stock \$0.01 par value/share					
Common Stock \$0.01 par value/share					
Common Stock \$0.01 par value/share	9/13/02	A	46	А	12.14
* If the Form is filed by more that $4(b)(v)$.	an one Report:	ing Person,	see Instruction	n	
Reminder: Report on a separate line for owned directly or indirectly		of securities	beneficially		
(Print or	Type Response	≘)	(Over)		
FORM 4 (continued)					
Table II Derivative Securities Acq (e.g., puts, calls, warrants					

	2.			_			7	
	Conver-			5.			7.	-1 70
	sion			Number of	6		Title and	
	or		_		6.		of Under	
	Exer-		4.	Securities	Date		Securiti	
	cise	3.	Trans-	Acquired (A)	Exercis <i>a</i>	uble and	(Instr.	
	Price	Trans-	action	or Disposed	Expirati	ion Date		
1.	of	action	Code	of(D)	(Month/F	Day/Year)		Amount
Title of	Deriv-	Date	(Instr.	(Instr. 3,				or
Derivative	ative	(Month/	8)	4 and 5)	Date	Expira-		Number
Security	Secur-	Day/				-		of
(Instr. 3)		-		(A) (D)				
							Common	
				25,000 A				
Option				36,000 A				
-								•
								ļ

Explanation of Responses:

- 1. Represents the value of the Reporting Person's Stock Fund Account in the Company's 401(k) plan as of September 15, 2002, expressed as share equivalents. As of such date 96.91% 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.
- 3. Represents the value of the Reporting Person's Company Stock Fund Account in the Company's Supplemental Savings and Investment Plan as of September 15, 2002, expressed as share equivalents. As of such date, approximately 96.98% 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.
- 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 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

** 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 provided is insufficient, see Instruction 6 for procedure.

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