

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 8-K
CURRENT REPORT**

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

Date of Report (Date of earliest event reported): September 2, 2004

MISSISSIPPI CHEMICAL CORPORATION
(Exact name of Registrant as specified in its charter)

Mississippi
(State or other
jurisdiction of incorporation)

001-12217
(Commission File Number)

64-0292638
(I.R.S. Employer
Identification Number)

**3622 Highway 49 East
Yazoo City, Mississippi**
(Address of principal
executive offices)

39194
(Zip code)

Registrant's telephone number, including area code: **(662) 746-4131**

Not Applicable
(Former name or former address, if changed since last report)

Item 1.03. Bankruptcy or Receivership.

On September 2, 2004, the Registrant issued the Press Release attached hereto as Exhibit 99.1 announcing the filing of its First Amended Joint Plan of Reorganization (the "Plan") with the U.S. Bankruptcy Court for the Southern District of Mississippi. The Plan is subject to review and approval by certain creditors of the Registrant and the bankruptcy court.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
2.1	Debtors' First Amended Joint Plan of Reorganization, dated September 2, 2004.
99.1	Press Release, dated September 2, 2004, announcing that the Company had filed its amended plan of reorganization with the U.S. Bankruptcy Court for the Southern District of Mississippi.

SIGNATURE

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

MISSISSIPPI CHEMICAL CORPORATION

By: /s/ Timothy A. Dawson
Name: Timothy A. Dawson
Title: Senior Vice President and Chief Financial Officer

Date: September 8, 2004

EXHIBIT INDEX

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