FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

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FILER

MILLAR WESTERN FOREST PRODUCTS LTD

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SIC: **0800** Forestry

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of May, 2005   Commission File Number: 333-112898

MILLAR WESTERN FOREST PRODUCTS LTD.
(Name of registrant)

16640 - 111 Avenue
Edmonton, Alberta
Canada T5M 2S5
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F X   Form 40-F ______

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes _____   No X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

SIGNATURES

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.

MILLAR WESTERN FOREST PRODUCTS LTD.

Date: May 2, 2005

By: /s/ J.R. CONCINI

Name: Joseph R. Concini

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Interim Financial Statements for the Three Months Ended March 31, 2005
99.2	Management's Discussion and Analysis of Financial Condition and Results of Operations

MILLAR WESTERN FOREST PRODUCTS LTD.

INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2005

(unaudited)

MILLAR WESTERN FOREST PRODUCTS LTD.

BALANCE SHEETS

<TABLE>
<CAPTION>

	March 31, 2005 (unaudited)	December 31, 2004 (audited)
	(in thousands of Canadian dollars)	
ASSETS		
Current assets		
<S>	<C>	<C>
Cash	$ 61,921	$ 95,959
Accounts receivable	37,939	25,805
Inventories (note 2)	75,679	46,144
Prepaid expenses	5,934	10,854
Future income taxes	1,926	806
	183,399	179,568
Property, plant and equipment	156,014	157,626
Other assets	23,032	25,563
	$ 362,445	$ 362,757

</TABLE>

LIABILITIES AND SHAREHOLDER'S EQUITY

<TABLE>
<CAPTION>

Current liabilities		
<S>	<C>	<C>
Accounts payable and accrued liabilities	$ 45,682	$ 45,023
Long-term debt (U.S. $190,000; 2004 - U.S. $190,000)	230,432	228,760
Other obligations	6,130	5,642
Future income taxes	17,328	16,973
	299,572	296,398
Shareholder's equity		
Share capital	-	-
Retained earnings	62,873	66,359
	$ 362,445	$ 362,757

</TABLE>

MILLAR WESTERN FOREST PRODUCTS LTD.

STATEMENTS OF EARNINGS (LOSS)

FOR THE THREE MONTHS ENDED MARCH 31

(unaudited)

<TABLE>
<CAPTION>

	2005	2004
	(in thousands of Canadian dollars)	
<S>	<C>	<C>
Revenue	$ 77,331	$ 80,886
Cost of products sold	50,363	50,233
Freight and other selling costs	12,872	10,955
Depreciation and amortization	4,097	3,905
General and administration	3,509	3,157
Countervailing and anti-dumping duties (note 5)	2,468	3,152
Employees' profit sharing	-	587
Operating earnings	4,022	8,897
Financing expenses (note 3)	(4,381)	(3,684)
Unrealized exchange loss on long-term debt	(1,672)	(4,294)
Other (expense) income (note 4)	(2,100)	22
(Loss) earnings before income taxes	(4,131)	941
Income tax (recovery) expense	(645)	1,095
Net loss	$ (3,486)	$ (154)

</TABLE>

STATEMENTS OF RETAINED EARNINGS
FOR THE THREE MONTHS ENDED MARCH 31

(unaudited)

<TABLE>
<CAPTION>

	2005	2004
	(in thousands of Canadian dollars)	
<S>	<C>	<C>
Retained earnings - beginning of period	$ 66,359	$ 38,106
Net loss	(3,486)	(154)
Retained earnings - end of period	62,873	37,952

</TABLE>

MILLAR WESTERN FOREST PRODUCTS LTD.

STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31

(unaudited)

<TABLE>
<CAPTION>

	2005	2004
	(in thousands of Canadian dollars)	
Cash provided from (used in)		
Operating activities		
<S>	<C>	<C>
Net loss	$ (3,486)	$ (154)
Items not affecting cash:		
Future income tax (recovery) expense	(765)	975
Reforestation expense	4,244	4,135
Depreciation and amortization	4,097	3,905
Write-down of note receivable	2,100	-
Amortization of deferred financing charges	170	164
Unrealized foreign exchange loss on long-term debt	1,672	4,294
Other	103	114
	8,135	13,433
Reforestation expenditures	(722)	(514)
	7,413	12,919
Changes in non-cash components of working capital		
Accounts receivable	(12,134)	485
Inventories	(29,535)	(27,727)
Prepaid expenses	2,675	631
Accounts payable and accrued liabilities	(234)	6,555
	(39,228)	(20,056)
	(31,815)	(7,137)
Investing activities		
Additions to property, plant and equipment	(2,238)	(1,387)
Proceeds on disposal of property, plant and equipment	15	50
Increase in other assets	-	(38)
	(2,223)	(1,375)
Decrease in cash	(34,038)	(8,512)
Cash - beginning of period	95,959	72,301
Cash - end of period	$ 61,921	$ 63,789
Supplemental cash flow information		
Interest paid	$ 203	$ 120
Income taxes paid	$ 162	$ 153

</TABLE>

MILLAR WESTERN FOREST PRODUCTS LTD.

SEGMENTED INFORMATION

FOR THE THREE MONTHS ENDED MARCH 31

(unaudited)

<TABLE>
<CAPTION>

	2005	2004
	(in thousands of Canadian dollars)	
Product segment		
Lumber		
Revenue	$ 35,745	$ 34,167
Cost of products sold	26,542	23,537
Freight and other selling costs	2,881	2,990
Depreciation and amortization	1,837	2,106
Countervailing and anti-dumping duties	2,468	3,152
Operating earnings	$ 2,017	$ 2,382
Pulp		
Revenue	$ 39,939	$ 45,055
Cost of products sold	23,821	26,696
Freight and other selling costs	9,991	7,965
Depreciation and amortization	1,737	1,669
Operating earnings	$ 4,390	$ 8,725
Corporate and other		
Revenue	$ 1,647	$ 1,664
General and administration	3,509	3,157
Depreciation and amortization	523	130
Employees' profit sharing	-	587
Operating loss	$ (2,385)	$ (2,210)
Total		
Revenue	$ 77,331	$ 80,886
Cost of products sold and administration	53,872	53,390
Freight and other selling costs	12,872	10,955
Depreciation and amortization	4,097	3,905
Countervailing and anti-dumping duties	2,468	3,152
Employees' profit sharing	-	587
Operating earnings	$ 4,022	$ 8,897
Shipments by business segment		
Lumber (millions of board feet)	80.7	83.8
Pulp (thousands of tonnes)	69.4	75.7

March 31, December 31,

	2005	2004
Identifiable assets		
Lumber	$ 144,220	$ 117,733
Pulp	136,717	127,241
Corporate and other	81,508	117,783
	$ 362,445	$ 362,757

</TABLE>

MILLAR WESTERN FOREST PRODUCTS LTD.

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2005

(unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited interim financial statements have been prepared by the Company, following the same accounting policies and methods as those disclosed in the audited financial statements for the year ended December 31, 2004. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in Canada have been omitted. These interim financial statements should be read in conjunction with the December 31, 2004 audited financial statements and the notes thereto included in the Company's Annual Report on Form 20-F. In the opinion of management, all adjustments, which are of a normal and recurring nature, necessary for a fair presentation of the balance sheet, results of operations, and cash flows of these interim periods have been included.

2. INVENTORIES

<TABLE>
<CAPTION>

<S>	March 31, 2005 <C>	December 31, 2004 <C>
Logs	$ 34,514	$ 9,998
Pulp	18,880	15,962
Lumber	11,951	10,650
Operating and maintenance supplies	10,334	9,534
	$ 75,679	$ 46,144

</TABLE>

The Company's working capital requirements are highest in the first quarter due to a seasonal log inventory build-up that will be reduced in the second and third quarters of its fiscal year.

3. FINANCING EXPENSES

<TABLE>
<CAPTION>

	2005	2004

Interest expense		
Long-term debt	$ 4,481	$ 4,854
Other	212	120
Amortization of deferred financing costs	170	164
Foreign exchange gain on U.S. dollar cash and working capital	(482)	(1,454)
	$ 4,381	$ 3,684

4. OTHER (EXPENSE) INCOME

The Company has recorded a $2.1 million provision against the carrying value of its note receivable from Meadow Lake Pulp Limited Partnership.

5. COUNTERVAILING AND ANTI-DUMPING DUTIES

In 2002, the U.S. Department of Commerce ("USDOC") issued its final determination in the countervailing and anti-dumping investigations, which resulted in a countervailing duty ("CVD") rate of 18.79% and an anti-dumping duty ("ADD") rate of 8.43%, both to be posted by cash deposits effective from May 22, 2002.

5. COUNTERVAILING AND ANTI-DUMPING DUTIES (CONTINUED)

Since that date, the Canadian government and affected industry participants have initiated a series of challenges to these findings under the North American Free Trade Agreement ("NAFTA") and before the World Trade Organization (the "WTO").

On September 10, 2004, the U.S. International Trade Commission ("ITC") issued, in response to a NAFTA remand decision, a determination finding that the U.S. lumber industry was not threatened with material injury by reason of lumber imports from Canada. This determination should have resulted in revocation of the CVD and ADD order by the USDOC and return of the duty deposits. Instead, on November 24, 2004 the U.S. government launched an extraordinary challenge to review the legality of the decision of the NAFTA panel. A decision on that review is expected in the third quarter of 2005.

The CVD deposit rate was reduced to 17.18% effective December 20, 2004 as a result of the final determination in the first administrative review. Also effective December 20, 2004, the ADD deposit rate was reduced to 4.03%.

The Company has recorded an expense for CVD and ADD equal to the amount paid as cash deposits throughout applicable periods. A refund of deposits will be recorded as income in the period received. As at March 31, 2005, the total amount on deposit from May 22, 2002 related to CVD and ADD was U.S. $16.6 million and U.S. $7.2 million respectively.

The Company and other Canadian forest products companies, the Canadian federal and provincial governments (collectively the "Canadian Interests") categorically deny the U.S. allegations and strongly disagree with the final countervailing and dumping determinations made by the ITC and the USDOC. The Canadian Interests continue to aggressively defend the Canadian industry in this trade dispute. Canadian Interests have appealed these decisions to NAFTA panels and the WTO. The final amount of CVD and ADD duties that may be assessed on Canadian softwood lumber exports to the U.S. cannot be determined at this time and will depend on the results of these appeals. Notwithstanding the cash deposit rates established in the investigations, the final liability for the assessment of CVD and ADD duties will not be determined until each annual administrative review process is complete.

Management's Discussion and Analysis of
Financial Condition and Results of Operations

Three Months Ended March 31, 2005,
Compared to the Three Months Ended March 31, 2004.

Overview

Revenue for the quarter ended March 31, 2005, decreased by $3.6 million, or 4.4%, to $77.3 million, compared to $80.9 million for the same period in 2004, primarily due to lower revenue from the pulp segment. Pulp segment revenue decreased by 11.4% over the same period last year largely due to lower sales volumes and the impact of a stronger Canadian dollar relative to the U.S. dollar. For the first quarter of 2005, the average exchange rate was U.S. $0.815 compared to an average exchange rate of U.S. $0.759 for the same period last year. The effects of the strengthened Canadian dollar were partly mitigated by our currency hedging program, which covered approximately 63% of our U.S. dollar revenue for the quarter ended March 31, 2005. The program's benefits amounted to $2.0 million for the first three months of 2005 compared to $2.0 million for the same period in 2004.

Operating earnings decreased by $4.9 million, or 55.0%, to $4.0 million for the first quarter of 2005, compared to $8.9 million for the same period in 2004, mainly due to lower revenue from the pulp segment and higher operating costs from the lumber segment. Operating earnings for the first quarter of 2004 included a charge of $0.6 million for employees' profit sharing; no accrual was recorded for profit sharing for the first quarter of 2005.

General and administration expense in the quarter increased by $0.4 million compared to the first quarter of 2004, primarily as a result of higher salaries and benefits that were partly offset by higher interest income.

Lumber

Revenue from the lumber segment increased by $1.5 million, or 4.4%, to $35.7 million during the first quarter of 2005, compared to $34.2 million for the same period in 2004, as a result of higher average revenue per unit that was partly offset by lower sales volumes. Average revenue per unit increased by $35 per thousand board feet, or 8.6%, in the quarter compared to the same period in 2004, due to higher average selling prices resulting from continued strong demand in North America. Sales volumes were 3.1 million board feet, or 3.7%, lower in the first quarter of 2005 compared to the same period last year, primarily due to lower production at our Boyle sawmill which returned to a two shift production schedule in 2005. Countervailing and anti-dumping duties decreased by $0.7 million mainly due to the reduction in the countervailing and anti-dumping duty rates that were effective December 20, 2004. In the first quarter of 2005, combined countervailing and anti-dumping duties were at a rate of 21.21% compared to a combined duty rate of 27.22% for the first quarter of 2004.

Operating earnings from the lumber segment decreased by $0.4 million, or 16.7%, to $2.0 million for the first quarter of 2005, compared to $2.4 million for the same period in 2004. The decrease in operating earnings was predominantly the result of higher manufacturing costs which was partly offset by higher revenue. Manufacturing cost of sales increased by $47 per thousand board feet, or 16.7%, compared to the same period in 2004. The increase in manufacturing costs is primarily a result of higher fiber costs associated with increased harvesting costs as well as higher timber dues, which are assessed according to the benchmark price of lumber. Lower production at our Boyle sawmill, which returned to running two shifts in 2005 as well as an increase in maintenance costs on our mobile equipment, also contributed to the increase in manufacturing costs for the first three months of 2005 compared to the same period last year. Lumber cost of sales reflected savings from our power purchase rights, in terms of lower electricity rates compared to market rates, of $0.1 million in the first quarter of 2005 and $0.1 million for the same period in 2004.

Pulp

Revenue from the pulp segment decreased by $5.2 million, or 11.5%, to $39.9 million in the first quarter of 2005, compared to $45.1 million in the same period of 2004. The decrease in revenue was largely due to lower sales volumes as well as the stronger Canadian dollar in relation to the U.S. dollar. Sales volumes decreased by 6,300 tonnes in the first quarter of 2004 compared to the same period last year as a result of reduced demand in the Asian market. Although pulp prices improved in the quarter compared to the same period in 2004, the significant appreciation in value of the Canadian dollar in relation to the U.S. dollar more than offset the price increase. The negative impact of foreign exchange fluctuations was partly mitigated by our currency hedging program, which resulted in benefits of $1.5 million for the first quarter of 2005 and $1.5 million for the same period in 2004.

Operating earnings from the pulp segment decreased by $4.3 million, or 49.4%, to $4.4 million in the first quarter of 2005, compared to $8.7 million for the same period last year. The decrease in operating earnings was largely the result of lower revenue and higher freight and other selling costs, partly offset by lower manufacturing costs. Freight and other selling costs were $39 per tonne higher in the first quarter of 2005 compared to the same period last year largely due to increases in freight fuel surcharges, utilization of more expensive trucking transportation as a result of a shortage in rail cars, as well as a lower percentage of sales to Asia. Pulp cost of sales were $10 per tonne lower in the quarter compared to the same period in 2004, mainly as a result of lower power costs. Pulp cost of sales reflected savings from our power purchase rights of $1.7 million for the first three months of 2005, compared to $2.0 million for the same period of 2004.

Corporate and Other

Revenue from corporate and other activities, which consists primarily of fees earned under management and marketing agreements with the Meadow Lake pulp mill, was relatively stable compared to the same period in 2004. Subsequent to the end of the quarter, we entered into negotiations which may result in changes to the terms of these agreements. Operating earnings in this segment decreased by $0.2 million in the quarter, compared to the same period in 2004. This decrease was largely a result of higher general and administrative costs stemming from higher salary expenses in the quarter. The increase in general and administrative costs in the quarter was partly offset by the lack of an accrual for the employees' profit sharing plan. In the first quarter of 2004, an accrual of $0.6 million was made for the employees' profit sharing plan; no such accrual was made for the first three months of 2005.

Financing Expenses

Financing expenses increased by $0.7 million for the first quarter of 2005 compared to the same period in 2004, primarily due to exchange rate fluctuations. The U.S. dollar exchange rate at December 31, 2004 and March 31, 2005 was 1.2040 and 1.2128 respectively. The depreciation in value of the Canadian dollar relative to the U.S. dollar since December 31, 2004 resulted in a foreign exchange gain of $0.5 million on U.S. dollar cash and working capital, compared to a gain of $1.5 million in the same period in 2004. Interest expense was $0.4 million lower for the first quarter of 2005, due to the effect of the stronger Canadian dollar which averaged U.S.$0.815 for the quarter compared to an average of U.S.$0.759 in the first quarter of 2004.

Unrealized Exchange Loss on Debt

Unrealized foreign exchange loss on U.S. dollar Senior Notes amounted to $1.7 million in the first quarter of 2005, as a result of the decline in value of the Canadian dollar relative to the U.S. dollar since the end of the previous quarter. In the first quarter of 2004, the unrealized foreign exchange loss on debt amounted to $4.3 million, due to the depreciation in the value of the Canadian dollar in relation to the U.S. dollar since the end of 2003. These losses were unrealized and had no impact on our cash flows and were excluded from the calculation of the employees' profit sharing plan.

Other (Expense) Income

Subsequent to the end of the quarter, changes in the financial arrangements of the Meadow Lake pulp mill have created greater uncertainty regarding the recoverability of our $2.1 million note receivable from Meadow Lake. As a result, we have recorded a provision equal to the carrying value of the note receivable.

Income Taxes

Operating results for the first three months of 2005 were subject to income and capital taxes at a statutory rate of 40.7%. The effective tax rate for the quarter varied significantly from the statutory rate, primarily as a result of the non-deductible portion of the loss on the Meadow Lake note receivable as well as the non-deductible portion of unrealized exchange losses on long-term debt. Income tax expense for the quarter consisted of large-corporations capital tax of $0.1 million and future income tax recovery of $0.7 million, compared to large-corporations capital tax of $0.1 million and future income tax expense of $1.0 million in 2004.

Liquidity and Capital Resources

For the quarter ended March 31, 2005, we required cash of $31.8 million for operations, including changes in working capital, compared to $7.1 million for the same quarter of 2004. The increased cash requirement resulted primarily from higher working capital balances as well as reduced operating earnings. Cash required for working capital increased by $19.2 million in 2005 compared to the same period in 2004 mainly due to higher accounts receivable balances as a result of strong volumes and improved pricing at the end of the first quarter of 2005. Cash required for working capital was also impacted by lower accounts payable balances in the quarter compared to the same period in 2004. Accounts payable balances were higher in the first quarter of 2004 mainly due to delays in billings for power.

Net capital expenditures increased by $0.8 million in the quarter compared to the same period in 2004. Total maintenance capital requirements for 2005 are expected to be approximately $8 million.

At March 31, 2005, we had cash of $61.9 million, compared to cash of $63.8 million at March 31, 2004. An additional $49.2 million was available under our revolving credit facility, of which $3.4 was committed for letters of credit.

Based on our current level of operations, we believe that our cash flows from operations, together with existing cash balances and availability under our revolving credit facility, will provide sufficient liquidity to meet our scheduled interest payments, anticipated capital expenditures and working capital needs over the next 12 months. However, our future operating performance may be adversely affected by current economic conditions and by financial, market and other factors, many of which may be beyond our control.