

MUELLER INDUSTRIES INC
Form 4
August 03, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEUCADIA NATIONAL CORP

2. Issuer Name and Ticker or Trading Symbol
MUELLER INDUSTRIES INC
[MLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
315 PARK AVE SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2011

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|-------|---------------------|
| | | | | Code V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/01/2011 | | | P | 180,400 | A | \$ 37.4433 (1) | 3,996,446 | I (2) | See Explanation (2) |
| Common Stock | 08/02/2011 | | | P | 680,000 | A | \$ 37.4391 (3) | 4,676,446 | I (2) | See Explanation (2) |
| Common Stock | 08/03/2011 | | | P | 441,585 | A | \$ 37.9001 (4) | 5,118,031 | I (2) | See Explanation (2) |
| Common Stock | 08/03/2011 | | | P | 156,066 | A | \$ 38.4984 | 5,274,097 | I (2) | See Explanation |

(5)

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEUCADIA NATIONAL CORP 315 PARK AVE SOUTH NEW YORK, NY 10010 | | X | | |
| PHLCORP HOLDING LLC 529 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102 | | X | | |
| Baldwin Enterprises, Inc. 529 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102 | | X | | |
| BEI Arch Holdings, LLC 529 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102 | | X | | |
| BEI-Longhorn LLC 529 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102 | | X | | |

Signatures

Leucadia National Corporation, /s/ Barbara L. Lowenthal, Vice President and
Comptroller

08/03/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects weighted average per share purchase price of separately priced transactions at a range of \$37.19-\$37.94. Upon the request of the Commission or a security holder of the issuer, full information regarding the number of shares purchased at each separate price will be provided to the requesting party.

(2) Reflects shares of Mueller Industries, Inc. common stock directly owned by BEI-Longhorn, LLC ("BEI Longhorn") and indirectly owned by BEI Arch Holdings, LLC ("BEI Arch"), Baldwin Enterprises, Inc. ("Baldwin"), Phlcorp Holding LLC ("Phlcorp") and Leucadia National Corporation ("Leucadia"). BEI Longhorn is a wholly-owned subsidiary of BEI Arch, BEI Arch is a wholly-owned subsidiary of Baldwin, Baldwin is a wholly-owned subsidiary of Phlcorp and Phlcorp is a wholly-owned subsidiary of Leucadia. See Exhibit 99.1.

(3) Reflects weighted average per share purchase price of separately priced transactions at a range of \$37.205-\$37.84. Upon the request of the Commission or a security holder of the issuer, full information regarding the number of shares purchased at each separate price will be provided to the requesting party.

(4) Reflects weighted average per share purchase price of separately priced transactions at a range of \$37.29-\$38.29. Upon the request of the Commission or a security holder of the issuer, full information regarding the number of shares purchased at each separate price will be provided to the requesting party.

(5) Reflects weighted average per share purchase price of separately priced transactions at a range of \$38.30-\$38.71. Upon the request of the Commission or a security holder of the issuer, full information regarding the number of shares purchased at each separate price will be provided to the requesting party.

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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