

MUELLER INDUSTRIES INC

Form 4

August 03, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

NEW YORK, NY 10010

(City) (State) (Zip)

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

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

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

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

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

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(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 Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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) 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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