SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 27, 1997 Commission file number 1-6770

MUELLER INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	25-0790410
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6799 GREAT OAKS ROAD, SUITE 200
MEMPHIS, TENNESSEE 38138
(Address of principal executive offices)

Registrant's telephone number, including area code: (901) 753-3200
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $0.01 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by a check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.[_X_].

The number of shares of the Registrant's common stock outstanding as of March 10, 1998 was 17,569,737, excluding 2,430,263 treasury shares. The aggregate market value of the 17,024,628 shares of common stock held by non-affiliates of the Registrant was $936,354,540 at March 10, 1998 (based on the closing price on the consolidated transaction reporting system on that date).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents are incorporated by reference into this Report: (1) Registrant's Annual Report to Stockholders for the year ended December 27, 1997 (Part I and II); Registrant's Definitive Proxy Statement for the 1998 Annual Meeting of Stockholders, scheduled to be mailed on or about March 18, 1998 (Part III).

MUELLER INDUSTRIES, INC.

As used in this report, the terms "Company," "Mueller" and "Registrant" mean Mueller Industries, Inc. and its consolidated subsidiaries taken as a whole, unless the context indicates otherwise.

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PART I

ITEM 1. BUSINESS

Introduction

The Company is a leading manufacturer of copper, brass, plastic and aluminum products. The range of these products is broad: copper tube and fittings; brass and copper alloy rod, bar and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; plastic fittings and valves; refrigeration valves, driers and flare fittings; and copper alloy tubing, aluminum tubing and fabricated tubular products. These operations ("Manufacturing Segment") accounted for approximately 96 percent of the Company's total net sales and 80 percent of total identifiable assets on a consolidated basis in 1997. The Company markets its products to the heating and air-conditioning, refrigeration, plumbing, hardware and other industries. Mueller operates eighteen factories in the United States, Canada, the United Kingdom, and France and has distribution facilities in each of these countries and sales representation worldwide.

The Company also has operations which are conducted through its wholly-owned subsidiaries Arava Natural Resources Company, Inc. ("Arava") and Alaska Gold Company ("Alaska Gold"). These operations consist principally of the operation of a short line railroad in Utah and a placer gold mining operation in Alaska.

Information concerning net sales, operating income, and identifiable assets of each segment appears under "Note 13 - Industry Segments" in the Notes to Consolidated Financial Statements in Mueller's Annual Report to Stockholders for the year ended December 27, 1997. Such information is incorporated herein by reference.

Manufacturing Segment

Products and Manufacturing Operations

Mueller's Standard Products include a broad line of copper tube, which ranges in size from 1/8 inch to 8 inch diameter, and is sold in various straight lengths and coils. Mueller is a market leader in the air-conditioning and refrigeration tube markets. Additionally, Mueller supplies a variety of water tube in straight lengths and coils used for plumbing applications in virtually every type of construction project.

In 1997, the Company acquired copper tube manufacturing operations in England and France. On February 28, 1997, the Company acquired certain assets of Wednesbury Tube Company ("Wednesbury") for approximately $21.3 million. Wednesbury is located in Bilston, West Midlands, England. On May 15, 1997, the Company acquired Desnoyers S.A., a copper tube manufacturer which operates two factories near Paris in Laigneville and Longueville, France. The Company acquired Desnoyers for approximately $13.5 million which includes certain assumed debt obligations. These acquisitions established a significant manufacturing and sales presence in Europe for the Company's manufacturing operations.

Standard Products also includes copper and plastic fittings and related components for the plumbing and heating industry that are used in water distribution systems, heating systems, air-conditioning and refrigeration applications, and drainage, waste, and vent systems. Additionally, valves, wrot copper and brass fittings, filter driers and other related assemblies are manufactured for commercial air-conditioning and refrigeration applications such as vending machines, ice machines, walk-in coolers, and numerous refrigeration applications. The refrigeration product line also includes products for the refrigeration and air-conditioning installation and service markets. A major portion of Mueller's products are ultimately used in the domestic residential and commercial construction markets and, to a lesser extent, in the automotive and heavy on and off-the-road vehicle markets.

On December 30, 1996, the Company acquired the assets and certain liabilities of Precision Tube Company, Inc. ("Precision") for approximately $6.6 million. Precision fabricates tubing and coaxial cables and assemblies.

Mueller's Industrial Products include brass rod, nonferrous forgings and impact extrusions that are sold primarily to Original Equipment Manufacturers ("OEM") in the plumbing, refrigeration, fluid power, and automotive industries, as well as to other manufacturers and distributors. The Port Huron, Michigan mill extrudes brass, bronze, and copper alloy rod in sizes ranging from 3/8 inches to 4 inches in diameter. These alloys are used in applications that require a high degree of machinability, wear and corrosion resistance, and electrical conductivity. Mueller brass and aluminum forgings are used in a wide variety of end products, including automotive components, brass fittings, industrial machinery, valve bodies, gear blanks, computer hardware, and fire fighting equipment. The Company also serves the automotive, military ordnance, aerospace and general manufacturing industries with cold-formed aluminum and copper impact extrusions. Typical applications for impacts are automotive parts, high-strength ordnance, high-conductivity electrical components, builders' hardware, hydraulic systems, and other uses where toughness must be combined with varying complexities of design and finish.

The Company's manufacturing facilities have operated at high levels during 1997, 1996, and 1995.

Marketing and Distribution

Mueller's Standard Products are marketed primarily through its own sales and distribution organization, which maintains sales offices and distribution centers throughout the United States and in Canada, the United Kingdom, and France. Additionally, these products are sold and marketed through a network of agents, which, when combined with the Company's sales organization, provide the Company broad geographic market representation.

Industrial Products are sold, primarily, direct to OEM customers. Outside of North America, the Company sells its products through various channels including exclusive distributors, agents and direct sales channels in over 65 countries, primarily in Europe, the Far East, and the Middle East.

Competition

The businesses in which Mueller is engaged are highly competitive. The principal methods of competition for Mueller's products are customer service and availability. No material portion of Mueller's business is dependent upon a single customer or a small group of related customers. The total amount of order backlog for Mueller's products on December 27, 1997 and December 28, 1996 was not significant.

The Company competes with various companies depending on the product line. In the U.S. copper tubing business, the domestic competition includes Cerro Copper Products Co., Inc., Halstead Industries, Inc., Reading Tube Corporation, Wolverine Tube, Inc., and Howell Metal Company, as well as many actual and potential foreign competitors. In the European copper tubing business, Mueller competes with more than ten European based manufacturers of copper tubing as well as foreign based manufacturers. Additionally, the Company's copper tube businesses compete with a large number of manufacturers of substitute products made from plastic, iron, and steel. In the copper fittings market, competitors include Elkhart Products, a division of Amcast Industrial Corporation, and NIBCO, Inc. The plastic fittings competitors include more than a dozen companies. The brass rod competitors include Cerro Metal Products Company, Inc., Chase Brass Industries, Inc., Extruded Metals Inc., and others both domestic and foreign. As illustrated above, no other single competitor offers such a wide ranging product line; management believes that this is a competitive advantage in some markets.

Raw Materials and Supplies

The major portion of Mueller's base metal requirements (primarily copper) are normally obtained through short-term supply contracts with competitive pricing provisions. Other raw materials used in the production of brass, including brass scrap, zinc, tin and lead are obtained from zinc and lead producers, open-market dealers, and customers with brass process scrap. Raw materials used in the fabrication of aluminum and plastic products are purchased in the open market from major producers.

Other Businesses

Mueller, through its subsidiaries Arava and Alaska Gold, is engaged in the operation of a short line railroad in Utah and placer gold mining in Alaska. It also owns interests in other natural resource properties.

Short Line Railroad

Utah Railway Company ("Utah Railway"), a wholly-owned subsidiary of Arava, operates over approximately 100 miles of railroad track in Utah. Utah Railway serves four major customers pursuant to long-term contracts which account for more than 75% of coal tonnage hauled. The Utah Railway transports coal to an interchange point at Provo, Utah. Annual tonnage may vary significantly due to fluctuations in the production from the coal mines on the Utah Railway's lines and the demand for export coal. In the past five years, annual tonnage has ranged between 3.9 and 6.2 million tons. From Provo, Utah, the coal is transported by connecting railroads to various customers including electric utilities, cement plants, west coast export facilities and others at destinations throughout the West.

In addition to railway operations discussed above, Union Pacific Railroad granted limited rights to Utah Railway for operations over Union Pacific tracks to Grand Junction, Colorado and access to additional coal customers. Also, in 1997, Utah Railway began a switching operation primarily in the Salt Lake City, Ogden, and Provo, Utah, metropolitan areas. Switching operations consist of accepting freight from other railroad carriers for delivery to rail served customers and/or accepting loads of freight from such customers for delivery to long haul railroad carriers to be transported to final destinations.

Gold Mining

Alaska Gold mines placer gold in Nome, Alaska. Alaska Gold produced 28,154 net ounces of gold in 1997, 22,918 net ounces of gold in 1996, 18,731 net ounces of gold in 1995, 14,173 net ounces of gold in 1994, and 22,440 net ounces of gold in 1993, at a net production cost of $316 per ounce in 1997, $352 per ounce in 1996, $307 per ounce in 1995, $376 per ounce in 1994, and $280 per ounce in 1993. Based on the results of past exploratory drilling, Alaska Gold believes there may be various areas available on its properties to sustain open pit mining for ten years. Continued operations, however, depend upon the economic feasibility.

Properties consist of approximately 14,500 acres in and adjacent to Nome. In addition, Alaska Gold owns or has patented claims on approximately 10,400 acres in the Fairbanks, Alaska area, and approximately 3,000 acres in the Hogatza, Alaska area.

Other Properties

In 1997, United States Fuel Company ("U.S. Fuel"), a wholly-owned subsidiary of Arava, sold its coal properties. Until coal production ceased in March 1993, U.S. Fuel mined steam coal by the deep-mine process at these properties.

In early 1998, Ruby Hill Mining Company ("Ruby Hill") received a final $1.0 million installment payment from Homestake Mining Company of California ("Homestake") for Ruby Hill's mining property near Eureka, Nevada. As of December 27, 1997, the Company has received and recognized as gains $3.0 million from this transaction. If Homestake produces a total of 500,000 ounces of gold or "gold equivalents" of other metals from this property, Ruby Hill is thereafter entitled to a three percent net smelter return royalty, after deduction for certain taxes and transportation.

Labor Relations

At December 27, 1997, the Company employed approximately 3,400 employees of which approximately 1,900 were represented by various unions. A majority of the unionized employees are under contracts which expire in 1999. Substantially all of the 1997 increase in employment relates to businesses acquired during the year.

Raw Material and Energy Availability

Adequate supplies of raw material are available to the Company. Sufficient energy in the form of natural gas, fuel oils and electricity is available to operate the Company's production facilities. While temporary shortages of raw material and fuels may occur occasionally, they have not materially hampered the Company's operations.

Environmental Matters

The Company is subject to various laws and regulations relating to environmental quality. Compliance with these laws and regulations is a matter of high priority. Mueller's provision for environmental compliance includes charges of $3.1 million in 1997, $2.0 million in 1996, $1.4 million in 1995, $2.9 million in 1994, and $1.1 million in 1993. Except as discussed below, the Company does not anticipate that it will need to make material expenditures for such compliance activities during the remainder of the 1998 fiscal year, or for the next two fiscal years.

Mining Remedial Recovery Company ("MRRC"), a wholly-owned subsidiary of Arava, was formed for the purpose of managing the remediation of certain properties and the appropriate disposition thereof.

1. Cleveland Mill Site

In 1993, the EPA issued special notice letters to all known potentially responsible parties ("PRPs") regarding the Cleveland Mill Superfund Site in Grant County, New Mexico. In response, MRRC, Bayard Mining Corp. ("Bayard"), a wholly-owned subsidiary of Arava, and a third party filed a good faith offer to implement the remedy set forth in the EPA's Record of Decision ("ROD"). Total future costs for remediating the site were estimated by the EPA in the ROD at approximately $6.2 million. MRRC and Bayard, along with said third party, have entered into a consent decree relating to the site and have agreed to an allocation formula requiring Bayard and MRRC to pay 29 percent of future costs. The third party has agreed to pay the balance. Work at this site has commenced and is anticipated to be substantially completed in 1998.

2. Mammoth Mine Site

MRRC owns title to certain inactive mines in Shasta County, California. MRRC has continued a program, begun in the late 1980s, of sealing mine portals with concrete plugs in mine adits which were discharging water. The sealing program has achieved a reduction in the metal load in discharges from these adits; however, additional reductions are being required. In response to a 1996 Order issued by the California Regional Water Quality Control Board, MRRC completed a feasibility study in 1997 describing measures designed to mitigate the effects of acid rock drainage. MRRC has agreed to implement additional remedial options at an estimated cost of approximately $1.7 million. Further remediation may be required depending on how effective MRRC's remedial options are in reducing acid rock drainage.

In April 1996, MRRC settled a lawsuit from an adjoining landowner. As part of the settlement, MRRC acquired approximately 4,000 acres of patented mining claims and other property located in Shasta County. MRRC intends to remediate the mine sites on this acquired property as part of its overall efforts at Mammoth.

3. U.S.S. Lead

In 1991, U.S.S. Lead Refinery, Inc. ("Lead Refinery"), responded to an information request from EPA under Superfund for information on whether Lead Refinery arranged for the disposal of hazardous substances in the vicinity of the Grand Calumet River/Indiana Harbor Ship Canal. By letter dated February 4, 1997, the Indiana Department of Environmental Management (IDEM) notified Lead Refinery that a preassessment screening of the Grand Calumet River and the Indiana Harbor Canal conducted pursuant to Superfund, had identified releases of hazardous substances from Lead Refinery and other PRPs that had adversely impacted natural resources. Based on the prescreening assessment, IDEM has requested that Lead Refinery agree to fund the preparation of an assessment plan which will, in part, quantify the loss of natural resources. By letter dated March 11, 1997, Lead Refinery responded to the February 4 letter and without waiving its affirmative defenses, stated its willingness to participate in the preparation of an assessment plan. In 1991, Lead Refinery also responded to an information request under Superfund regarding the Lead Refinery site in East Chicago, Indiana. In 1992, EPA advised Lead Refinery of its intent to list the property as a Superfund site; however, as of March 17, 1998, EPA has deferred such listing.

In 1993, Lead Refinery entered into a Consent Order with the EPA pursuant to Section 3008(h) of the Resource Conservation and Recovery Act ("RCRA"). The Consent Order covers remediation activities at the East Chicago, Indiana site and provides for Lead Refinery to complete certain on-site interim remedial activities and studies that extend off-site. In November 1996, the EPA approved, with modifications, the Interim Stabilization Measures Workplan and designated a Corrective Action Management Unit at the Lead Refinery site. Site activities, based on the approval, began during December 1996. Costs for studies and interim clean up efforts were estimated at approximately $4.5 million in the first quarter of 1997. In the process of remediating the site, Lead Refinery subsequently identified suspected petroleum contamination on site. Lead Refinery is evaluating whether and how to address remediation of this contamination as part of the Corrective Action Management Unit. Once these activities are completed, additional work would likely be needed to investigate and remediate any contamination not addressed by the Consent Order. Lead Refinery, without additional assistance from MRRC, lacks the financial resources needed to complete the additional remediation and intends to seek financial assistance from other PRPs to permit Lead Refinery to conduct a private-party cleanup under RCRA.

Lead Refinery has been informed by the former owner and operator of a Superfund site located in Pedricktown, New Jersey that it intends to seek CERCLA response costs for alleged shipments of hazardous substances to the site. Lead Refinery has executed an agreement regarding that site, which indefinitely extends the statute of limitations. By letter dated January 26, 1996, Lead Refinery and other PRPs received from EPA a proposed Administrative Order on Consent to perform the remedial design for operable Unit 1 of the Pedricktown Superfund Site. Lead Refinery determined not to execute the Administrative Order on Consent. Several other PRPs, however, executed the agreement and are conducting the remedial design.

Miscellaneous

In 1994, the Company received notice from the EPA that Mueller Brass Co. was a PRP at the Jack's Creek/Sitkin Smelting Superfund Site in Eastern Pennsylvania. Mueller Brass Co. is alleged to have contributed less than 1 percent of the hazardous wastes at this site. Based upon its estimated allocation ranking, its share of the EPA's estimated cleanup costs would be less than $400,000. Cleanup will commence in 1998.

Other Business Factors

The Registrant's business is not materially dependent on patents, trademarks, licenses, franchises or concessions held. In addition, expenditures for company-sponsored research and development activities were not material during 1997, 1996, or 1995. No material portion of the Registrant's business involves governmental contracts.

ITEM 2. PROPERTIES

Information pertaining to the Registrant's major operating facilities is included below. Except as noted, the Registrant owns all of its principal properties. The Registrant's plants are in satisfactory condition and are suitable for the purpose for which they were designed and are now being used.

Location	Approximate Property Size	Description
Port Huron, MI	322,500 sq. ft. 71.5 acres	Brass rod mill. Facility includes casting, extruding, and finishing equipment to produce brass rods and bars, in various shapes and sizes.
Port Huron, MI	127,500 sq. ft.	Forgings plant. Produces brass and aluminum forgings.
Marysville, MI	81,500 sq. ft. 6.72 acres	Aluminum and copper impacts plant. Produces made-to-order parts using cold impact processes.
Port Huron, MI	40,000 sq. ft. 5.11 acres	Formed tube plant. Produces copper fittings using cold heading equipment.
Fulton, MS	418,000 sq. ft. 64.27 acres	Copper tube mill. Facility includes casting, extruding, and

		finishing equipment to produce copper tubing, including tube feed stock for the Company's copper fittings plants, Line sets plant, and Precision Tube factory.

Fulton, MS	70,000 sq. ft.(1) 7.68 acres	Copper fittings plant. High-volume facility that produces copper fittings using tube feed stock from the Company's copper tube mill.
Fulton, MS	58,500 sq. ft.(1) 15.53 acres	Line sets plant. Produces copper tube line sets using tube feed stock from the Company's copper tube mill.
Covington, TN	159,500 sq. ft. 40.88 acres	Copper fittings plant. Facility produces copper fittings using tube feed stock from the Company's copper tube mill.
Strathroy, Ontario Canada	54,000 sq. ft. 4.67 acres	Copper fittings plant. Facility produces copper fittings for the Canadian domestic markets and for export to European markets.
Upper Sandusky, OH	82,000 sq. ft. 7.52 acres	Plastic fittings plant. Produces DWV fittings using injection molding equipment.
Kalamazoo, MI	205,000 sq. ft. 18 acres	Plastic fittings plant. Produces DWV fittings using injection molding equipment.
Cerritos, CA	115,000 sq. ft. 5.1 acres	Plastic fittings plant. Produces DWV fittings using injection molding equipment.
Hartsville, TN	78,000 sq. ft. 4.51 acres	Refrigeration products plant. Produces products used in refrigeration applications such as ball valves, line valves, compressor valves, and filter driers.
North Wales, PA	174,000 sq. ft. 18.9 acres	Precision Tube factory. Facility fabricates copper tubing, copper alloy tubing, aluminum tubing, and fabricated tubular products.
Salisbury, MD	12,000 sq. ft.(2)	Coaxial cable plant. Facility manufactures semi-rigid coaxial cable and high-performance cable assemblies.
Bilston, England United Kingdom	402,500 sq. ft. 14.95 acres	Copper tube mill. Facility includes casting, extruding and finishing equipment to produce copper tubing.

Longueville France	332,500 sq. ft. 16.3 acres	Copper tube mill. Facility includes extrusion and finishing equipment to produce copper tubing.
Laigneville France	387,500 sq. ft. 18.8 acres	Copper tube mill. Facility includes drawing and finishing equipment to produce copper tubing.

In addition, the Company owns and/or leases other properties used as distribution centers and corporate offices.

(1) Facility is leased under long-term lease agreement, with option to purchase at nominal cost.

(2) Facility is leased under operating lease.

ITEM 3. LEGAL PROCEEDINGS

Environmental Proceedings

Reference is made to "Environmental Matters" in Item 1 of this Report, which is incorporated herein by reference, for a description of environmental proceedings.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS

The information required by Item 5 of this Report is included under the caption "Capital Stock Information" in the Registrant's Annual Report to Stockholders for the year ended December 27, 1997, which information is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA

Selected financial data are included under the caption "Selected Financial Data" in the Registrant's Annual Report to Stockholders for the year ended December 27, 1997, which selected financial data is incorporated herein by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis of financial condition and results of operations is contained under the caption "Financial Review" in the Registrant's Annual Report to Stockholders for the year ended December 27, 1997 and is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Index to Financial Statements and Supplemental Financial Information of this Annual Report on Form 10-K which is incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by Item 10 is contained under the caption "Ownership of Common Stock by Directors and Officers and Information about Director Nominees" in the Company's Proxy Statement for its 1998 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission on or about March 18, 1998 and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is contained under the caption "Executive Compensation" in the Company's Proxy Statement for its 1998 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission on or about March 18, 1998 and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by Item 12 is contained under the captions "Principal Stockholders" and "Ownership of Common Stock by Directors and Officers and Information about Director Nominees" in the Company's Proxy Statement for its 1998 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission on or about March 18, 1998 and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by Item 13 is contained under the caption "Certain Relationships and Transactions with Management" in the Company's Proxy Statement for its 1998 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission on or about March 18, 1998 and is incorporated herein by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

1. Financial Statements: the financial statements, notes, and report of independent auditors described in Item 8 of this report, which are incorporated by reference.

2. Financial Statement Schedule: the financial statement schedule described in Item 8 of this report which is incorporated herein by reference.

3. Exhibits:

3.1 Certificate of Incorporation of Mueller Industries, Inc. and all amendments thereto (Incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K dated December 28, 1990).

3.2 By-laws of Mueller Industries, Inc., as amended and restated, effective November 10, 1994 (Incorporated herein by reference to Exhibit 3 (ii) of the Registrant's Current Report on Form 8-K, dated November 14, 1994).

4.1 Common Stock Specimen (Incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K dated December 28, 1990).

4.2 Rights Agreement, dated as of November 10, 1994, between the Registrant and Continental Stock Transfer and Trust Company, as Rights Agent, which includes the Form of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of the Registrant, as Exhibit A, the Form of Rights Certificate, as Exhibit B, and the Summary of Rights to Purchase Preferred Stock, as Exhibit C (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, dated November 14, 1994).

4.3 Credit Agreement among Mueller Industries, Inc. (as Borrower) and Michigan National Bank (as a Bank) and Michigan National Bank (as Agent) dated as of June 1, 1994 (Incorporated herein by reference to Exhibit 4.3 of the Registrant's Report on Form 10-K, dated March 20, 1997, for the fiscal year ended December 28, 1996).

4.4 First Amendment to Credit Agreement among Mueller Industries, Inc. (as Borrower) and Michigan National Bank (as a Bank) and Michigan National Bank (as Agent) dated as of December 14, 1994 (Incorporated herein by reference to Exhibit 4.4 of the Registrant's Report on Form 10-K, dated March 20, 1997, for the fiscal year ended December 28, 1996).

4.5 Second Amendment to Credit Agreement among Mueller Industries, Inc. (as Borrower) and Michigan National Bank (as a Bank) and Michigan National Bank (as Agent) dated as of June 1, 1995 (Incorporated herein by reference to Exhibit 4.5 of the Registrant's Report on Form 10-K, dated March 20, 1997, for the fiscal year ended December 28, 1996).

4.6 Third Amendment to Credit Agreement among Mueller Industries, Inc. (as Borrower) and Michigan National Bank (as a Bank) and Michigan National Bank (as Agent) dated as of December 18, 1996 (Incorporated herein by reference to Exhibit 4.6 of the Registrant's Report on Form 10-K, dated March 20, 1997, for the fiscal year ended December 28, 1996).

4.7 Fourth Amendment to Credit Agreement among Mueller Industries, Inc. (as Borrower) and Michigan National Bank (as a Bank) and Michigan National Bank (as Agent) dated December 31, 1997.

4.8 Certain instruments with respect to long-term debt of the Company have not been filed as Exhibits to the Report since the total amount of securities authorized under any such instrument does not exceed 10 percent of the total assets of the Company and its subsidiaries on a consolidated basis. The Company agrees to furnish a copy of each such instrument upon request of the Securities and Exchange Commission.

10.1 Employment Agreement, effective October 1, 1991 by and between Mueller Industries, Inc. and Harvey L. Karp (Incorporated herein by reference to Exhibit 10.3 of the Registrant's Current Report on Form 8-K dated November 22, 1991).

10.2 Stock Option Agreement, dated December 4, 1991 by and between Mueller Industries, Inc. and Harvey L. Karp (Incorporated herein by reference to Exhibit 10.4 of the Registrant's Current Report on Form 8-K dated November 22, 1991).

10.3 Mueller Industries, Inc. 1991 Employee Stock Purchase Plan (Incorporated herein by reference to Exhibit 4(a) of the Registrant's Registration Statement on Form S-8 dated June 28, 1991).

10.4 Mueller Industries, Inc. 1991 Incentive Stock Option Plan (Incorporated herein by reference to Exhibit 4(a) of the Registrant's Registration Statement on Form S-8 dated April 17, 1992).

10.5 Summary description of the Registrant's 1998 bonus plan for certain key employees.

10.6 Amended and Restated Employment Agreement, effective as of September 17, 1997, by and between Mueller Industries, Inc. and Harvey L. Karp (Incorporated herein by reference to Exhibit 10.1 of the Registrant's Report on Form 10-Q, dated October 21, 1997, for the quarter ended September 27, 1997).

10.7 Amended and Restated Employment Agreement, effective as of September 17, 1997, by and between Mueller Industries, Inc. and William D. O'Hagan (Incorporated herein by reference to Exhibit 10.2 of the Registrant's Report on Form 10-Q, dated October 21, 1997, for the quarter ended September 27, 1997).

10.8 Mueller Industries, Inc. 1994 Stock Option Plan (Incorporated herein by reference to Exhibit 10.13 of the Registrant's Report on Form 10-K, dated March 17, 1995, for the fiscal year ended December 31, 1994).

10.9 Mueller Industries, Inc. 1994 Non-Employee Director Stock Option Plan (Incorporated herein by reference to Exhibit 10.14 of the Registrant's Report on Form 10-K, dated March 17, 1995, for the fiscal year ended December 31, 1994).

10.10 Mueller Industries, Inc. Deferred Compensation Plan, effective January 1, 1997 (Incorporated herein by reference to Exhibit 10.12 of the Registrant's Report on Form 10-K, dated March 20, 1997, for the fiscal year ended December 28, 1996).

13.0 Mueller Industries, Inc.'s Annual Report to Stockholders for the year ended December 27, 1997. Such report, except to the extent incorporated herein by reference, is being furnished for the information of the Securities and Exchange Commission only and is not to be deemed filed as a part of this Annual Report on Form 10-K.

21.0 Subsidiaries of the Registrant.

23.0 Consent of Independent Auditor (Includes report on Supplemental Financial Information).

(b) During the three months ended December 27, 1997, no Current Reports on Form 8-K were filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on March 19, 1998.

MUELLER INDUSTRIES, INC.

/s/ HARVEY L. KARP
Harvey L. Karp, Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Signature	Title	Date
/S/HARVEY L. KARP Harvey L. Karp	Chairman of the Board, and Director	March 19, 1998
/S/ROBERT B. HODES Robert B. Hodes	Director	March 19, 1998
/S/ALLAN MACTIER Allan Mactier	Director	March 19, 1998
/S/WILLIAM D. O'HAGAN William D. O'Hagan	President, Chief Executive Officer, Director	March 19, 1998
/S/ROBERT J. PASQUARELLI Robert J. Pasquarelli	Director	March 19, 1998

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the Registrant and in the capacities and on the date indicated.

Signature and Title	Date
/S/ EARL W. BUNKERS Earl W. Bunkers Executive Vice President Chief Financial Officer (Principal Accounting Officer)	March 19, 1998
/S/ KENT A. MCKEE Kent A. McKee Vice President Business Development/ Investor Relations	March 19, 1998
/S/ RICHARD W. CORMAN Richard W. Corman Director of Corporate Accounting	March 19, 1998

INDEX TO FINANCIAL STATEMENTS

The consolidated financial statements, together with the report thereon of Ernst & Young LLP dated February 6, 1998, appearing on page 18 through and including 46, of the Company's 1997 Annual Report to Stockholders are incorporated by reference in this Annual Report on Form 10-K. With the exception of the aforementioned information, no other information appearing in the 1997 Annual Report to Stockholders is deemed to be filed as part of this Annual Report on Form 10-K under Item 8. The following Consolidated Financial Statement Schedule should be read in conjunction with the consolidated financial statements in such 1997 Annual Report to Stockholders. Consolidated Financial Statement Schedules not included with this Annual Report on Form 10-K have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

SUPPLEMENTAL FINANCIAL INFORMATION

MUELLER INDUSTRIES, INC.
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
Years Ended December 27, 1997, December 28, 1996, and December 30, 1995
(In thousands)
<TABLE>
<CAPTION>

	Balance at beginning of year	Additions: Charged to costs and expenses	Additions: Other additions	Deductions	Balance at end of year
<S>	<C>	<C>	<C>	<C>	<C>
1997					
Allowance for doubtful accounts	$ 3,188	$ 107	$ 677 (1)	$ 292	$ 3,680
Environmental reserves	$ 9,105	$ 3,100	$ 3,949 (1)	$ 5,786	$ 10,368

Other reserves (2)	$ 10,368	$ 250	$ 2,089 (1)	$ 2,259	$ 10,448
Valuation allowance for deferred tax assets	$ 56,299	$ -	$ -	$ 4,226	$ 52,073
1996					
Allowance for doubtful accounts	$ 2,986	$ 435	$ -	$ 233	$ 3,188
Environmental reserves	$ 9,585	$ 2,045	$ -	$ 2,525	$ 9,105
Other reserves (2)	$ 10,051	$ 828	$ -	$ 511	$ 10,368
Valuation allowance for deferred tax assets	$ 60,921	$ -	$ -	$ 4,622	$ 56,299
1995					
Allowance for doubtful accounts	$ 3,336	$ 75	$ -	$ 425	$ 2,986
Environmental reserves	$ 11,178	$ 1,421	$ -	$ 3,014	$ 9,585
Other reserves (2)	$ 16,150	$ (1,157)	$ -	$ 4,942	$ 10,051
Valuation allowance for deferred tax assets	$ 65,927	$ -	$ -	$ 5,006	$ 60,921

<FN>

(1) Resulted from acquisitions during 1997.

(2) Other reserves are included in the balance sheet captions "Other current liabilities" and "Other noncurrent liabilities".

</TABLE>

EXHIBIT INDEX

Exhibits	Description	Page
4.7	Fourth Amendment to Credit Agreement among Mueller Industries, Inc. (as Borrower) and Michigan National Bank (as a Bank) and Michigan National Bank (as Agent) dated December 31, 1997.	
10.5	Summary description of the Registrant's 1998 bonus plan for certain key employees.	
13.0	Mueller Industries, Inc.'s Annual Report to Stockholders for the year ended December 27, 1997. Such report, except to the extent incorporated herein by reference, is being furnished for the information of the Securities and Exchange Commission only and is not to be deemed filed as a part of this Annual Report on Form 10-K.	
21.0	Subsidiaries of the Registrant.	
23.0	Consent of Independent Auditor (Includes report on Supplemental Financial Information).	

FOURTH AMENDMENT
TO
CREDIT AGREEMENT

This Fourth Amendment to Credit Agreement (this "Fourth Amendment"), dated as of Decemeber 31, 1997, is among Michigan National Bank, a national banking association, and the other banking institutions listed on Exhibit A attached hereto and who appear as signatories to this Fourth Amendment (each a "Bank" and collectively the "Banks"), Michigan National Bank, as agent ("Agent"), and Mueller Industries, Inc., a Delaware corporation ("Borrower").

Recitals

The Agent, the Borrower and some of the Banks executed a certain Credit Agreement (the "Credit Agreement") dated as of June 1, 1994, as amended, providing for, among other things, the establishment by the Banks for the benefit of the Borrower of a line of credit in the amount of $100,000,000. The Credit Agreement was amended by a First Amendment to Credit Agreement, dated as of December 14, 1994, by a Second Amendment to Credit Agreement, dated as of June 1, 1995, and by a Third Amendment to Credit Agreement, dated as of Decemeber 18, 1996(the Credit Agreement, as so amended, the "Amended Credit Agreement").

The Borrower has now requested the Banks to extend the Line of Credit Maturity from December 31, 1999 to May 30, 2001, and the Banks have consented to such extension.

Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Amended Credit Agreement.

NOW, THEREFORE, the parties hereto agree that the Amended Credit Agreement shall be amended, effective (unless otherwise specified herein) on and as of December 31, 1997, as follows:

1. The Line of Credit Maturity is hereby extended to May 30, 2001.

2. Except as herein provided, the Amended Credit Agreement shall remain in full force and effect, including the provisions of Section 9 thereof which are herein incorporated by this reference.

3. The Borrower hereby reaffirms the representations and warranties set forth in Section 4 of the Amended Credit Agreement and certifies that no Event of Default has occurred or is existing under the Amended Credit Agreement.

4. Contemporaneously herewith, Borrower shall execute and deliver each Bank a new Amended and Restated Line of Credit Note to reflect the new Due Date of May 30, 2001.

IN WITNESS WHEREOF, the parties hereto have caused this Fourth Amendment to be executed and delivered as of the date first hereinabove set forth.

"BORROWER"

MUELLER INDUSTRIES, INC.

WITNESS:

_________________________ By:_________________________

_________________________ Its: Executive Vice President

"BANKS"

MICHIGAN NATIONAL BANK

_________________________ By:_________________________

_________________________ Its: Senior Realtionship Manager

BOATMEN'S NATIONAL BANK

_________________________ By:___________________________

_________________________ Its:__________________________

THE FIRST NATIONAL BANK OF CHICAGO

_________________________ By:___________________________

_________________________ Its:__________________________

MERCANTILE BANK NATIONAL ASSOCIATION

_________________________ By:___________________________

_________________________ Its:__________________________

KEY BANK NATIONAL ASSOCIATION

_________________________ By:___________________________

_________________________ Its:__________________________

"AGENT"

MICHIGAN NATIONAL BANK

_________________________ By:___________________________

_________________________ Its:__________________________

1998 BONUS PLAN FOR CERTAIN KEY EMPLOYEES

The Company has a discretionary bonus program under which exempt salaried employees (other than the CEO and Chairman) may be paid bonuses up to amounts ranging from 7.5 percent to 97.5 percent of base annual salary. The CEO and Chairman participate in this plan, with bonuses specifically determined by the board of directors. The bonus percent is based on a variety of guidelines including performance levels of the respective business unit measured by earnings before tax.

MUELLER INDUSTRIES, INC.
1997 ANNUAL REPORT

MUELLER INDUSTRIES, INC.

COMPANY PROFILE

Mueller Industries, Inc. is a leading manufacturer of copper tube and fittings; brass and copper alloy rod, bar, and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; plastic fittings and valves; refrigeration valves and fittings; and fabricated tubular products. Mueller's plants are located throughout the United States and in Canada, France, and Great Britain. The Company also owns a short line railroad in Utah and various natural resource properties.

BALANCED SCORECARD STRATEGIC MANAGEMENT SYSTEM

Mueller uses a management tool called the Balanced Scorecard (BSC) to focus its resources. The BSC integrates traditional financial measurements with measurements of internal process improvement, customer focus, and learning & growth.

The goals of the BSC are the continuous improvement of existing operations, the pursuit of additional areas of growth, and superior service to our customers. The achievement of these goals will benefit our customers, employees, and stockholders.

MUELLER INDUSTRIES, INC.
FINANCIAL HIGHLIGHTS
(Dollars in thousands, except per share data)
<TABLE>
<CAPTION>

<S>	1993 <C>	1994 <C>	1995 <C>	1996 <C>	1997 <C>
Summary of Operations					
Net sales	$ 501,885	$ 550,003	$ 678,838	$ 718,312	$ 888,997
Sales of manufactured products (in millions of pounds)	362.1	380.6	388.3	447.0	545.3
Net income	$ 21,136	$ 27,926	$ 44,823	$ 61,173	$ 69,770
Diluted earnings per share	$ 1.01	$ 1.41	$ 2.34	$ 3.14	$ 3.56
Capital expenditures	$ 11,083	$ 48,152	$ 40,980	$ 18,868	$ 36,865
Significant Year-End Data					
Cash and cash equivalents	$ 77,336	$ 34,492	$ 48,357	$ 96,956	$ 69,978
Ratio of current assets to current liabilities	4.1 to 1	2.7 to 1	3.1 to 1	3.5 to 1	3.1 to 1
Long-term debt (including current portion)	$ 62,711	$ 94,736	$ 75,902	$ 59,650	$ 72,093

Debt as a percent of total capitalization	22.0%	28.1%	21.0%	14.6%	14.7%
Stockholders' equity	$ 222,114	$ 241,948	$ 285,875	$ 348,082	$ 418,040
Book value per share	$ 11.59	$ 13.91	$ 16.48	$ 19.96	$ 23.88
Number of employees	2,010	2,256	2,274	2,339	3,378

</TABLE>

[GRAPH]

<TABLE>
<CAPTION>

<S>	1992 <C>	1993 <C>	1994 <C>	1995 <C>	1996 <C>	1997 <C>
Net income (in millions)	$ 16,666	$ 21,136	$ 27,926	$ 44,823	$ 61,173	$ 69,770
Diluted earnings per share	$ .83	$ 1.01	$ 1.41	$ 2.34	$ 3.14	$ 3.56

</TABLE>

A REPORT TO OUR STOCKHOLDERS, CUSTOMERS, AND EMPLOYEES

It is a pleasure to report that in 1997 Mueller Industries, Inc. achieved its sixth consecutive year of record earnings. Sales, net earnings, pounds of product shipped, and earnings per share all once again reached record levels. In addition to strong operating performance, our Company accomplished many other significant objectives in 1997, which provide us with major opportunities in the years ahead.

Record Results

Net income increased to $69.8 million in 1997, compared to $61.2 million in 1996, a gain of 14 percent. Earnings rose to $3.56 a diluted share for 1997 from $3.14 a diluted share in the prior year.

Net sales climbed 24 percent to $889.0 million in 1997, from $718.3 million in 1996. Mueller shipped 545.3 million pounds of product in 1997, up 22 percent from 447.0 million in the prior year.

Copper prices were particularly volatile during 1997, beginning the year around $1.00 per pound, rising above $1.15 per pound in the summer, and then falling off rapidly to end the year below $0.80 per pound. Where possible, we minimize our exposure to this volatility by passing through metal costs to customers.

U.S. Manufacturing Operations

Our manufacturing operations performed well in 1997. Mueller's copper tube mill, located in Fulton, Mississippi, achieved record production levels. Yield and productivity also increased. Copper tube profitability was satisfactory, even though we experienced tighter spreads on sales in the first half of the year. Spreads did improve slightly during the second half.

In 1997, we began a two-year, $25 million capital investment program to upgrade the copper casting and refining processes at the tube mill. This investment will allow the tube mill to use a lower cost mix of copper scrap and cathode and it will increase casting capacity. The project is proceeding on schedule to be completed in early 1999. We are also investing to improve warehouse flexibility and efficiency at the tube mill, permitting more direct shipments to customers. This will reduce handling costs, improve service, and enable us to make more effective use of our inventory.

In June, we completed construction of a new line sets plant adjacent to the Fulton tube mill. We are now positioned to grow this business.

Sales of copper fittings increased modestly in 1997; however, profits rose to the best levels ever. We made significant progress modernizing our plant in Covington, Tennessee, thereby reducing material and conversion costs.

Our other copper fittings plants made significant progress during 1997. The newest fittings plant in Fulton, Mississippi, is midway through a major initiative to reduce costs and improve throughput. Our Canadian subsidiary, located in Strathroy, Ontario, remained profitable, although it suffered from declines in the European metric fittings business and the application of anti-dumping provisions in Canada.

The DWV plastic fittings business had an outstanding year, both in volume and in profits. We expanded this business by purchasing a building contiguous to our existing plant in Kalamazoo, Michigan, and are installing additional injection molding machines in this facility, and in our plants in Cerritos, California, and Upper Sandusky, Ohio.

Market demand for brass rod was strong throughout 1997. Mueller's Port Huron, Michigan, brass rod mill ran near capacity for the whole year. An improvement in our casting operations, implemented during the third quarter, boosted production to record levels. Our forgings and aluminum impacts operations, in Port Huron and Marysville, Michigan, respectively, continued to generate good profits. Also, our refrigeration products business, based in Hartsville, Tennessee, had its best year yet in both sales and earnings.

Precision Tube, purchased at the end of 1996, exceeded our expectations and had its strongest year ever.

European Manufacturing Operations

Mueller completed two substantial acquisitions during 1997. On February 28, Mueller purchased the assets of Wednesbury Tube, a copper tube manufacturer located in Bilston, England, and on May 15, we acquired operations near Paris, France. These acquisitions give Mueller a major European manufacturing and sales presence in copper plumbing tube.

We acquired these businesses for a modest investment with the objective of reducing their cost structure and increasing productivity. A program to improve these operations is currently underway. The market for copper tube in Europe represents a substantial opportunity for Mueller.

Other Businesses

The Utah Railway generated good profits in 1997. In April, the railroad entered into an agreement with The Burlington Northern and Santa Fe Railway Company to provide switching services in Utah's central corridor. This new business has the potential for additional growth.

At year-end, we completed the sale, at a small profit, of a dormant coal mining property in Hiawatha, Utah. The buyer intends to resume mining which may lead to additional business for Utah Railway.

Our open-pit placer gold mining business in Nome, Alaska, was affected by the dramatic fall in the price of gold. If gold prices do not recover, mining operations may well be curtailed.

Acquisitions

Mueller is actively seeking acquisitions that relate to our core businesses and product lines. Our strategy is to concentrate on our areas of skill and expertise, where we can leverage our existing manufacturing, sales, and distribution capabilities. An acquisition should strengthen a core business, creating economies of scale, extending a product line, or opening new markets. We will only consider a purchase in an unrelated area under special circumstances.

The candidates of greatest interest to Mueller are fundamentally sound businesses where new investment can generate long-term growth. We do not require an acquisition to be immediately accretive to earnings; but, we do insist on a clear vision of how the acquisition will build future value.

Financial Structure

Our balance sheet remains strong, providing great flexibility and ample financial resources for the future growth of the Company. At year-end, our current ratio was in excess of 3 to 1, debt as a percent of total capitalization was only 14.7 percent, our cash position was approximately $70 million, and we have not drawn on our $100 million line-of-credit.

Balanced Scorecard

The Balanced Scorecard (BSC) is a strategic management system which aligns individual and organizational initiatives. This is accomplished, in part, by broadening the traditional financial measurements to include measurements of internal process improvement, customer focus, and learning & growth. Our management team is employing the BSC in each business unit and is expanding its application throughout the Company. The BSC will help Mueller maintain the dynamic environment needed to achieve our long-term goals. Our customers, employees, and stockholders will benefit from the disciplined strategic focus the BSC brings to management.

Outlook

Many factors underlying the U.S. economy are favorable for our business. Long-term mortgage rates are low and appear to be headed even lower. The leading economic indicators remain strong. Unemployment is low and consumer confidence remains high. Housing demographics are excellent, the housing affordability index is near its 25-year best, and the stock of unsold homes continues to trend down. These favorable economic conditions hold promise for another good year for the Company.

Mueller's rapid progress over the past six years was achieved through the talents and dedication of our employees. They are committed to being the best.

We are committed to enhancing the value of our stockholders' investment. We are fortunate to have many outstanding opportunities to pursue, and will do so with vigor and purpose.

Sincerely,

/s/Harvey L. Karp
Harvey L. Karp
Chairman of the Board

/s/William D. O'Hagan
William D. O'Hagan
President and Chief
Executive Officer

March 18, 1998

STANDARD PRODUCTS DIVISION

The Standard Products Division manufactures copper tube and fittings, plastic fittings, and line sets. These products are manufactured at nine factories throughout the U.S. and in Canada, and are marketed primarily to wholesalers.

Copper Tube

The Company's copper tube mill, located in Fulton, Mississippi, produces one of the broadest lines of copper tube offered by any single manufacturer. Products include dehydrated coils and nitrogen-charged straight lengths used primarily for refrigeration and air-conditioning, copper water tube in straight lengths and coils used for plumbing and construction, and redraw tubing for OEMs. We sell to plumbing and refrigeration wholesalers and to OEM customers in North America and numerous foreign countries.

To better serve our customers' growing demand for copper tube, we launched a project in 1997 to significantly improve warehouse flexibility and efficiency. This expansion will permit more direct shipments to customers. By reducing handling, we will improve on-time delivery and response time and minimize the chance for product damage during shipment.

Copper Fittings

Copper fittings are found in virtually all water distribution systems, heating systems, and air-conditioning and refrigeration applications in residential, office, and commercial construction. Mueller manufactures Streamline wrot copper fittings at four plants located in Fulton, Mississippi; Covington, Tennessee; Port Huron, Michigan; and Strathroy, Ontario, Canada. The plants convert tube, primarily produced at Mueller's copper tube mill, and copper rod into over 1,500 different sizes and shapes of fittings.

Our newest copper fittings plant is adjacent to our tube mill in Fulton. This plant opened in late 1995 and increased Mueller's capacity to produce its most popular copper fittings. This highly automated factory enables the Company's facility in Covington to focus on a broad range of low-volume items, where careful scheduling and quick changeovers are critical to profitable and efficient operation. During 1997, substantial progress was made in a modernization program to reduce conversion costs and expand capacity. Our Strathroy facility produces inch and metric-sized fittings and is ISO certified. The Strathroy operation serves many of our European customers who require metric-sized products.

Plastic Fittings

Mueller offers a full line of DWV plastic fittings. Operations are located in Kalamazoo, Michigan; Cerritos, California; and Upper Sandusky, Ohio. Injection molding machines at these plants produce over 1,000 different parts in PVC and ABS materials. Recent investments in new production equipment and processing technology have greatly enhanced the Company's efficiency, making Mueller a low cost producer of plastic fittings. Opportunities exist for the Company to broaden its plastics offering in the future by expanding beyond DWV.

Line Sets

The Company manufactures line sets at a factory near its Fulton, Mississippi, copper tube mill. This product, which is used for controlling the flow of refrigerant gases, is sold to both OEMs and wholesalers. Product uses include air-conditioning, ice machine, and other refrigeration applications. Line sets are insulated copper tube coils ranging from 10 to 100 feet in length and are available in plain ends or quick connectors.

INDUSTRIAL PRODUCTS DIVISION

Mueller rod products, hot forgings and impact extrusions are found in a variety of end products including plumbing brass, automotive components, valves and fittings, and industrial machinery and equipment. Industrial products are marketed to service centers and OEM customers.

Brass Rod

The Port Huron, Michigan, mill is a leading extruder of brass rod. Mueller produces a broad range of round, square, and hexagon rod for machining, thread rolling, and forging applications. The rod mill also produces special purpose alloys and continues to expand its line of special shapes and profiles.

Mueller's brass rod mill includes state-of-the-art extrusion, billet heating, coiling, product cleaning, and material handling systems. Recent upgrades have significantly improved the manufacturing process. Further enhancements are regularly being evaluated to enable us to satisfy the growing, changing needs of our customers.

Forgings

The forging operation, also located in Port Huron, Michigan, produces a wide variety of brass and aluminum parts. The Company continues to invest in automated forging technology. This has opened new market opportunities for the production of high-volume, close tolerance, custom parts.

Impact Extrusions

Impact extrusions, produced at Marysville, Michigan, are QS 9000 certified. These cold formed aluminum and copper products combine toughness with versatility of design and finish. Impacts enable customers to replace multi-part assemblies with simple, one-piece designs, resulting in increased strength, reduced weight, and improved appearance.

Refrigeration Products

Mueller manufactures a broad line of valves, fittings, filters, driers, and custom OEM products for refrigeration and air-conditioning applications at its Hartsville, Tennessee, plant. Many Hartsville products are machined and assembled from rod stock and forged products manufactured in the Company's Port Huron plants. These fittings and assemblies are used in refrigeration applications such as residential and commercial air-conditioning systems, walk-in coolers, and ice and vending machines. Customers for Mueller's refrigeration products include OEMs and refrigeration wholesalers in the United States and throughout the world.

EUROPEAN OPERATIONS

During 1997, the Company acquired two European copper tube manufacturers. The combined presence of these operations assures Mueller a significant position in the European copper tube business.

We have identified many opportunities to achieve significant yield, productivity, and cost improvements at these operations. Projects are already underway to realize these benefits. When these projects are complete, our European operations should become a significant contributor to Mueller's earnings.

PRECISION TUBE DIVISION

Precision Tube manufactures specialty copper, copper alloy, and aluminum tubing. Precision Tube's principal product line, manufactured at its plant in North Wales, Pennsylvania, is copper tubing for the baseboard heating industry. Precision Tube also manufactures tubular products for appliances, aircraft, connectors, medical instruments, musical instruments, and sports and leisure products.

Precision Tube also operates a factory in Salisbury, Maryland, which manufactures semi-rigid and flexible coaxial cables and assemblies.

UTAH RAILWAY COMPANY

The Utah Railway Company, established in 1912, hauls coal to connections with national carriers, power plants, and to other destinations. In 1997, Utah Railway transported 4.9 million tons of coal, mined primarily in Carbon and Emery counties, Utah. Also during 1997, Utah Railway began a new line of business providing train switching services in Utah's central corridor.

BALANCED SCORECARD

The BSC integrates traditional financial measurements with additional measurements of performance, emphasizing those characteristics needed for the long-term creation of value. The four key perspectives and desired outcomes of the BSC are:

INTERNAL BUSINESS PROCESSES-INCREASE EFFICIENCY, EFFECTIVITY, AND PRODUCTIVITY

Our objectives are to produce the highest quality products and to do so at the lowest cost. This requires that we use flexible and responsive manufacturing processes, eliminate non-value added activities, and achieve material cost reductions.

Over the past 5 years, Mueller has spent or committed over $150 million in capital projects to promote these goals. Here are two examples of recent projects:

* In 1997, we committed $25 million to build a casting and refining facility at our Fulton, Mississippi, copper tube mill. This project will enable us to use the optimum mix of copper scrap and cathode, and should eliminate competitive disadvantage. The new facility will be completed by early 1999.

* Similarly, we are benefiting from the installation of an additional melter at our Port Huron, Michigan, brass mill. The benefits include improved capacity, flexible product scheduling, and reduced maintenance costs.

We continue to find many internal areas of our business which merit additional investment. We are determined to become a world class manufacturer of every product we offer. We have made substantial progress to date, but much more can be accomplished.

CUSTOMER-EXCEED MARKET GROWTH WHILE IMPROVING MARGINS

We intend to grow our business by achieving customer satisfaction, and along with it, customer confidence that Mueller is a resource, not just a source. Here are a few examples of Mueller's ongoing efforts in this regard:

* We have provided our customer service professionals with improved information technology to monitor customer orders, determine the availability of inventory, place production orders, and advise on delivery dates, pricing, etc. Moreover, our customer service teams are structured so that customers will always have access to needed information.

* To assure prompt and timely delivery, we are investing in a state-of-the-art picking and packing warehouse system in Covington, Tennessee. When fully functional, this facility will virtually eliminate shipping errors as product is automatically scanned and tracked during the order-filling process.

* At our brass rod mill in Port Huron, Michigan, we now use technology which balances customer demand and orders against the mill's capacity. This scheduling system maximizes plant throughput while improving on-time deliveries.

Mueller plans to make additional investments in resources and people to provide our customers with the very best service in our industry.

LEARNING & GROWTH-CREATE A CLIMATE FOR ACTION

We believe that developing the skills and unleashing the talents of our employees is the key to achieving a sustained competitive advantage. For example, Mueller Tool & Machine was created to enhance and develop our own capability to build tools and equipment for our manufacturing sites to maintain competitive advantage.

Our goal is to create a climate where change is embraced and entrepreneurship is esteemed. We foster an atmosphere of action, risk-taking, self-improvement, and leadership. We know that employee satisfaction is an essential element to employee productivity. We tie employee compensation to attainment of financial and operating goals.

FINANCIAL-CREATE GROWTH AND ADD VALUE

Management's financial objectives are clear-use the Company's assets to create growth and add value. Creating value takes time and cannot always be measured on a quarterly basis.

We plan to grow over time by making capital improvements which provide an attractive return on investment, by expanding our product lines, by leveraging our sales and distribution systems, by reducing our cost structure, and by making acquisitions which are financially attractive and add to our opportunities.

Since 1992, our pre-tax earnings have grown at an average compounded rate of 33 percent per year. We believe the Balanced Scorecard strategic management system will help management develop, evaluate, and execute strategic plans and initiatives to continue growing. As we complete its implementation throughout the Company, we anticipate the BSC will have an even greater impact in the future.

FINANCIAL REVIEW

OVERVIEW

Mueller Industries, Inc. is a leading manufacturer of copper tube and fittings, brass and copper alloy rod, bar, and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; plastic fittings and valves; refrigeration valves and fittings; and fabricated tubular products. Mueller's plants are located throughout the United States and in Canada, France and Great Britain. The Company also owns a short line railroad in Utah and natural resource properties in the Western U.S.

New housing starts and commercial construction are important determinants of the Company's sales to the air-conditioning, refrigeration, and plumbing markets because the principal end use of a significant portion of the Company's products is in the construction of single and multi-family housing and commercial buildings. The Company's product is sold to wholesalers in the plumbing, air-conditioning and refrigeration markets and to OEMs in these and other markets.

During 1997, the Company acquired two European copper tube manufacturers. Wednesbury Tube is located in Bilston, England, and Desnoyers S.A. is located near Paris, France. These acquisitions give the Company a major manufacturing and sales presence in Europe.

Profitability of certain of the Company's product lines depends upon the "spreads" between the cost of metal and the selling prices of its completed products. The open market price for copper cathode, for example, directly influences the selling price of copper tubing, a principal product manufactured by the Company. The Company attempts to minimize the effects of changes in copper prices by passing base metal costs through to its customers as metal prices fluctuate. "Spreads" fluctuate based upon competitive market conditions.

RESULTS OF OPERATIONS

1997 PERFORMANCE COMPARED TO 1996

Consolidated net sales of $889.0 million in 1997 compares with $718.3 million in 1996. The increase was due to acquisitions, internal growth, and gold sales of $15.5 million. Businesses acquired during 1997 added approximately $128.6 million to net sales. In 1997, the Company's core manufacturing businesses shipped 545.3 million pounds of product compared to 447.0 million pounds in 1996. Of this increase, 73.9 percent was attributable to acquired businesses. Net sales were also affected by lower copper prices, which were partially offset by higher prices of other products.

Cost of goods sold totaled $704.8 million in 1997 compared to $554.6 million in 1996. The increase is primarily attributable to acquisitions, higher sales volume, and gold sales. The Company's gross profit, excluding acquisitions, was 23.4 percent compared to 22.8 percent in 1996. This improvement resulted from continued higher yields, cost reductions, and certain price increases. Including acquisitions, gross profit increased $20.5 million to $184.2 million, or 20.7 percent of net sales in 1997.

Depreciation and amortization totaled $21.0 million in 1997 compared to $18.5 million in 1996. This increase was due to heavy capital expenditure programs in recent years and to the 1997 acquisitions.

Selling, general, and administrative expense increased $8.7 million in 1997 to $63.5 million or 7.1 percent of net sales. It was 7.6 percent in 1996. The 1997 amount of increase was due mainly to the acquisitions and higher sales volume.

Interest expense decreased 7.1 percent in 1997 to $5.0 million compared to $5.3 million in 1996. The provision for environmental reserves totaled $3.1 million in 1997 compared to $2.0 million in 1996. The 1997 provision relates to Mining Remedial Recovery Company, a non-core subsidiary, and is based on updated information and results of ongoing environmental remediation and monitoring programs at previously identified sites. Other income increased $3.8 million in 1997 from $5.3 million in 1996. This increase occurred primarily from higher gold royalty income and gains from the sale of coal mining property in Hiawatha, Utah, and certain other properties at Alaska Gold.

The Company provided $31.1 million for income taxes in 1997, of which $2.8 million was deferred. Current tax expense of $28.3 million increased $5.1 million over 1996 because of higher taxable income. The 30.8 percent effective tax rate for 1997, which is equal to the 1996 rate, reflects the recognition of certain tax attributes discussed in Note 6 and certain favorable state tax credits including IRB financings.

The Company's employment level increased to 3,378 at year-end. Substantially all of the additional employees relate to businesses acquired during 1997.

Manufacturing Group

Net sales in 1997 increased 22.2 percent to $853.3 million compared to $698.0 million in 1996. Measured in pounds of product sold, 1997 sales totaled 545.3 million pounds or 22.0 percent over 1996 levels. Acquisitions accounted for 73.9 percent of the increase. Copper raw material costs, on average, were lower in 1997 than in 1996, and they were particularly volatile. They began the year at around $1.00 per pound, reached a high of around $1.15 per pound mid-year, and then closed the year below $0.80 a pound. Pricing changes of finished product incorporate fluctuations in raw material costs. Increased volume combined with improved spreads in certain products, better yield and productivity in most products, and lower costs, resulted in strong operating income. Copper tube spreads for 1997 were lower, on average, than 1996.

Mueller uses the LIFO method to value the copper component of certain of its copper tube and fittings inventories in the United States. The market price of copper also indirectly affects the carrying value (FIFO basis) of the Company's brass and other metal inventories. Inventory at our newly acquired European businesses was valued on a FIFO basis.

Other Businesses

Net sales were $35.7 million in 1997 compared to $20.3 million in 1996. This increase was primarily due to the sale of $15.5 million of gold in 1997. None was sold in 1996. Transportation revenues at the Utah Railway were $19.7 million in 1997 compared to $20.0 million in 1996. The Utah Railway hauled 4.9 million tons of coal in 1997, down 21.7 percent from 1996 levels. This decline was the result of temporary operating difficulties at the mines we serve, along with service disruptions in the Union Pacific system. Revenue and earnings from The Burlington Northern and Santa Fe train switching services agreement in Utah's central corridor partially offset the 1997 operating results from the decline in tons of coal hauled. In December 1997, Mueller sold its dormant coal mining assets in Utah for a small profit, to a buyer who plans to resume coal mining. This may lead to additional coal transportation business for Utah Railway in the future. Alaska Gold sold 54,500 ounces of gold in 1997. This included production and royalty gold from both 1997 and 1996.

1996 PERFORMANCE COMPARED TO 1995

Consolidated net sales were $718.3 million in 1996, up $39.5 million or 5.8 percent from net sales of $678.8 million in 1995. In the manufacturing businesses, sales reached 447.0 million pounds, for a 15.1 percent volume increase over the prior year. Lower copper raw material costs, which are largely reflected in the selling price of the Company's products, account for the difference in the rates of increase in sales dollars and pounds. In the other businesses, sales declined to $20.3 million in 1996 from $31.9 million in 1995 due to the timing of gold sales.

Cost of goods sold increased $4.7 million to $554.6 million in 1996. This increase is primarily attributable to higher sales volume. The Company's gross profit increased $34.8 million, or 27 percent, to $163.7 million as the Company leveraged its operating costs. This increase reflects cost reductions and yield improvements in our manufacturing operations as well as price improvements in certain product lines.

Depreciation and amortization totaled $18.5 million in 1996 compared with $15.5 million in 1995. This increase results from heavy capital expenditure programs in recent years.

Selling, general, and administrative expense increased $5.3 million in 1996 from $49.5 million in 1995. This increase was due mainly to the relocation of the Company's corporate office to Memphis, Tennessee, higher sales volume in 1996, increased employee incentive compensation, and growth related expenses.

Interest expense in 1996 totaled $5.3 million, or $1.2 million more than in 1995. The Company capitalized $2.6 million less interest in 1996 on major, long-term, capital improvement programs than it capitalized in 1995 because most of these capital programs became operational in late 1995 and early 1996. Total interest payments in 1996 decreased due to reductions in long-term debt.

The 1996 provision for environmental reserves totaled $2.0 million compared to $1.4 million in 1995. This additional provision was based on updated information and results of ongoing environmental remediation and monitoring programs at previously identified environmental sites.

Other income decreased to $5.3 million in 1996 from $6.1 million in 1995. This decrease was due mainly to lower rent and royalty income and a reduced gain from disposal of properties. This decrease was partially offset by higher interest income as the Company's cash balance increased during 1996.

The Company provided $27.2 million for income taxes in 1996, of which $4.1 million was deferred. The current tax expense of $23.1 million for 1996 increased due to higher taxable income. During 1996, the effective tax rate of 30.8 percent reflects the recognition of certain tax attributes discussed in Note 6 and certain favorable state tax credits including IRB financings.

Manufacturing Group

In 1996, net sales increased $51.1 million to $698.0 million, a 7.9 percent increase over 1995. Sales volume, measured in pounds of product sold, increased 15.1 percent in 1996. Copper raw material costs were lower in 1996 than they were in 1995. Pricing changes incorporate fluctuations in raw material cost. Increased volume and spread, combined with improved operating efficiency and yield, resulted in a 35 percent improvement in gross profit.

Operating income increased primarily due to: (i) productivity and yield improvements in manufacturing operations; (ii) selective price increases in fittings; and (iii) higher margins on copper tube.

Other Businesses

Net sales were $20.3 million in 1996 compared to $31.9 million in 1995. This decline was primarily due to lower gold sales, offset by increased revenues at Utah Railway. Transportation revenues of Utah Railway were $20.0 million in 1996, a 9.8 percent increase over 1995. Utah Railway hauled 6.2 million tons of coal in 1996, which was a 13.6 percent increase over 1995. Alaska Gold did not sell gold during 1996; in 1995, gold sales totaled $13.0 million (33,820 ounces). At December 28, 1996, approximately 24,100 ounces of gold remained in inventory.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalent balance decreased $27.0 million during 1997 to $70.0 million at year-end. Major components of the 1997 change include $52.9 million of cash provided by operating activities, $90.1 million of cash used for investing activities, and $10.0 million of cash provided by financing activities.

Net income of $69.8 million in 1997 was the primary component of cash provided by operating activities. Depreciation and amortization of $21.0 million and deferred income taxes of $2.8 million were the primary non-cash adjustments. Major changes in working capital included a $24.4 million increase in receivables, a $5.4 million increase in other assets, and a $5.4 million decrease in other liabilities. Receivables increased $24.4 million primarily due to the funding of Wednesbury receivables and internal domestic growth. The Wednesbury receivable portfolio was not purchased at acquisition date.

Major changes impacting net cash used in investing activities in 1997 included $36.9 million for capital expenditures and $37.9 million for business acquisitions, offset by $5.8 million received from the sale of non-manufacturing properties. The remaining major component pertains to the portion of IRB proceeds which are escrowed. Capital expenditures were primarily related to improvements in manufacturing technology, cost reductions, increased productivity and yield, quality improvements, and capacity expansion. A majority of these expenditures are associated with the Company's major capital improvement programs in its manufacturing businesses.

Net cash provided by financing activities totaled $10.0 million. In 1997, the Company entered into IRB financing agreements for two capital projects in Mississippi. These IRB financing obligations totaled $27.5 million of which $21.1 million remained in escrow at the 1997 year-end. These IRBs have favorable tax attributes. Also, during 1997 the Company repaid $18.1 million of its debt.

The Company has a $100.0 million unsecured line-of-credit agreement which expires in May, 2001, but which may be extended for successive one year periods by agreement of the parties. There are no outstanding borrowings against the credit facility. However, the Company did have approximately $5.0 million in letters of credit backed by this credit facility at the end of 1997. At December 27, 1997, the Company's total debt was $72.1 million or 14.7 percent of its total capitalization.

The Company's financing obligations contain various covenants which require, among other things, the maintenance of minimum levels of working capital, tangible net worth, and debt service coverage ratios. The Company is in compliance with all of its debt covenants.

The Company has approved a $25.3 million capital improvement project at its Fulton copper tube mill to improve the utilization of scrap metal and enhance the mill's refining processes. This project is also expected to improve yield and productivity and increase casting capacity. Moreover, the project, when completed in early 1999, will allow the tube mill to use more scrap copper when market conditions warrant.

Another important ongoing program is the modernization of the Company's copper fittings plant in Covington, Tennessee. Modernization of this facility, which produces a broad range of low-volume copper fittings, is estimated to require approximately $7.3 million for capital improvements and will be completed in 1999. This project, when completed, will also increase output and improve efficiency.

Mueller also has programs under way to make improvements in the near-term at its recently acquired European operations. Further, the Company is also considering various long-term capital investments for these businesses which will further improve their cost structure and productivity.

Management believes that cash provided by operations, and currently available cash of $70.0 million, will be adequate to meet the Company's normal future capital expenditure and operational needs. Additionally, certain capital improvement projects will be funded with escrowed IRB cash. The Company's current ratio is 3.1 to 1 at December 27, 1997.

OTHER MATTERS

At December 27, 1997, the Company has total environmental reserves of approximately $10.4 million. Based upon information currently available, management believes that the outcome of pending environmental matters will not materially affect the overall financial position and results of operations of the Company.

The Company anticipates that the 1998 adoption of recently issued accounting standards, as discussed in Note 1, will not have a material impact on the Company's financial statements.

During 1997, the Securities and Exchange Commission issued new disclosure rules related to derivatives and exposures to market risk from derivative financial instruments, other financial instruments, and certain derivative commodity instruments. The Company is currently evaluating these disclosure requirements which are required for annual reports on years ending after June 15, 1998.

The impact of inflation on the Company's operations in 1997, 1996, and 1995 was not material.

The Company has established a Year 2000 program to evaluate, confirm compliance, and identify any necessary changes to its information and operations systems to address Year 2000 requirements. Mueller has retained a consulting firm specializing in this area to assist in the program. There are four phases to this program: assessment, inventory, test and certification, and correction. The first phase, which to date has focused primarily on North American operations, is nearing completion. Certain financial systems of our European businesses are not Year 2000 compliant. This matter, along with requirements to accommodate the Euro single currency, will be resolved within the context of an overall upgrade to these information systems. Based on results to date, we do not expect that the incremental costs associated with Year 2000 issues will have a material impact on the Company's results of operations, financial condition, or cash flows.

OUTLOOK

New housing starts and commercial construction are important determinants of Mueller's sales to the plumbing, air-conditioning and refrigeration markets. We believe the U.S. economic background continues to be very favorable for our businesses:

* Long-term mortgage rates are currently in the 7 percent range.
* Leading economic indicators remain strong.
* Unemployment is low.
* Consumer confidence remains high.
* Housing affordability is near its 25-year best.

These are favorable economic conditions and, should they persist, they will provide Mueller with a favorable economic environment in 1998.

CONSOLIDATED STATEMENTS OF INCOME
Years Ended December 27, 1997, December 28, 1996, and December 30, 1995
<TABLE>
(In thousands, except per share data)
<CAPTION>

	1997	1996	1995
<S>	<C>	<C>	<C>
Net sales	$ 888,997	$ 718,312	$ 678,838
Cost of goods sold	704,801	554,570	549,884
Gross profit	184,196	163,742	128,954
Depreciation and amortization	20,998	18,472	15,452
Selling, general, and administrative expense	63,489	54,808	49,491
Operating income	99,709	90,462	64,011

Interest expense	(4,968)	(5,346)	(4,168)
Environmental reserves	(3,100)	(2,045)	(1,421)
Other income, net	9,180	5,341	6,127
Income before income taxes	100,821	88,412	64,549
Income tax expense	(31,051)	(27,239)	(19,726)
Net income	$ 69,770	$ 61,173	$ 44,823
Weighted average shares for basic earnings per share	17,499	17,399	17,323
Effect of dilutive stock options	2,126	2,098	1,826
Adjusted weighted average shares for diluted earnings per share	19,625	19,497	19,149
Basic earnings per share	$ 3.99	$ 3.52	$ 2.59
Diluted earnings per share	$ 3.56	$ 3.14	$ 2.34

<FN>
See accompanying notes to consolidated financial statements.
</TABLE>

CONSOLIDATED BALANCE SHEETS
As of December 27, 1997 and December 28, 1996
<TABLE>
(In thousands)
<CAPTION>

<S>	<C> 1997	<C> 1996
ASSETS		
Current assets		
Cash and cash equivalents	$ 69,978	$ 96,956
Accounts receivable, less allowance for doubtful accounts of $3,680 in 1997 and $3,188 in 1996	128,902	88,905
Inventories	98,181	76,647
Current deferred income taxes	5,023	6,508
Other current assets	6,967	5,696
Total current assets	309,051	274,712
Property, plant and equipment, net	260,364	219,855
Deferred income taxes	7,837	10,064
Other assets	33,524	4,726
TOTAL ASSETS	$ 610,776	$ 509,357

<FN>
See accompanying notes to consolidated financial statements.
</TABLE>

CONSOLIDATED BALANCE SHEETS (Continued)
As of December 27, 1997 and December 28, 1996
<TABLE>
(In thousands, except share data)
<CAPTION>

<S>	1997 <C>	1996 <C>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current portion of long-term debt	$ 18,980	$ 14,844
Accounts payable	30,530	18,305
Accrued wages and other employee costs	21,095	16,872
Other current liabilities	29,952	28,935
Total current liabilities	100,557	78,956
Long-term debt	53,113	44,806
Pension liabilities	6,743	7,735
Postretirement benefits other than pensions	7,479	8,140
Environmental reserves	10,368	9,105
Deferred income taxes	2,040	2,922
Other noncurrent liabilities	11,745	9,214
Total liabilities	192,045	160,878
Minority interest in subsidiaries	691	397
Stockholders' equity		
Preferred stock - shares authorized 4,985,000; none outstanding	-	-
Series A junior participating preferred stock- $1.00 par value; shares authorized 15,000; none outstanding	-	-
Common stock - $.01 par value; shares authorized 50,000,000; issued 20,000,000; outstanding 17,508,708 in 1997 and 17,434,888 in 1996	200	200
Additional paid-in capital, common	253,928	254,214
Retained earnings since January 1, 1991	197,753	127,983
Cumulative translation adjustments	(3,232)	(2,805)
Treasury common stock, at cost	(30,609)	(31,510)
Total stockholders' equity	418,040	348,082
Commitments and contingencies	-	-
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 610,776	$ 509,357

<FN>
See accompanying notes to consolidated financial statements.
</TABLE>

CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 27, 1997, December 28, 1996, and December 30, 1995
<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>	1995 <C>
OPERATING ACTIVITIES:			
Net income	$ 69,770	$ 61,173	$ 44,823
Reconciliation of net income to net cash provided by operating activities:			

Depreciation and amortization	20,998	18,472	15,452
Provision for doubtful accounts receivable	107	435	75
Minority interest in subsidiaries	294	397	-
Deferred income taxes	2,830	4,144	7,112
Gain on disposal of properties	(3,702)	(973)	(1,835)
Changes in assets and liabilities:			
Receivables	(24,422)	(5,628)	(16,862)
Inventories	1,329	(10,070)	8,008
Other assets	(5,451)	(793)	(1,885)
Current liabilities	(3,543)	12,477	3,491
Other liabilities	(5,416)	(495)	(3,856)
Other, net	136	(439)	445
Net cash provided by operating activities	52,930	78,700	54,968
INVESTING ACTIVITIES:			
Acquisition of businesses	(37,874)	(417)	-
Capital expenditures	(36,865)	(18,868)	(40,980)
Proceeds from sales of properties	5,826	4,142	3,827
Escrowed IRB proceeds	(21,146)	-	16,067
Net cash used in investing activities	(90,059)	(15,143)	(21,086)
FINANCING ACTIVITIES:			
Proceeds from issuance of long-term debt	27,500	-	-
Repayments of long-term debt	(18,133)	(16,252)	(18,834)
Acquisition of treasury stock	-	-	(2,055)
Proceeds from the sale of treasury stock	615	1,294	872
Net cash provided by (used in) financing activities	9,982	(14,958)	(20,017)

<FN>
See accompanying notes to consolidated financial statements.

</TABLE>

CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
Years Ended December 27, 1997, December 28, 1996, and December 30, 1995
<TABLE>
(In thousands)
<CAPTION>

	1997	1996	1995
<S>	<C>	<C>	<C>
Effect of exchange rate changes on cash	$ 169	$ -	$ -
(Decrease) increase in cash and cash equivalents	(26,978)	48,599	13,865
Cash and cash equivalents at the beginning of the year	96,956	48,357	34,492
Cash and cash equivalents at the end of the year	$ 69,978	$ 96,956	$ 48,357

<FN>
For supplemental disclosures of cash flow information, see
Notes 1, 4, 6, and 12.
See accompanying notes to consolidated financial statements.
</TABLE>

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 27, 1997, December 28, 1996, and December 30, 1995
(In thousands)
<TABLE>
<CAPTION>

	Common Stock Number of Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Cumulative Translation Adjustments	Treasury Stock Number of Shares	Treasury Stock Cost	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Balance, December 31, 1994	20,000	$ 100	$ 254,251	$ 21,987	$ (2,832)	2,602	$(31,558)	$241,948
Repurchase of common stock	-	-	-	-	-	135	(2,055)	(2,055)
Net income	-	-	-	44,823	-	-	-	44,823
Issuance of shares under employee stock purchase plan	-	-	110	-	-	(46)	559	669
Issuance of shares under incentive stock option plan	-	-	(292)	-	-	(40)	495	203
Cumulative translation adjustments	-	-	-	-	287	-	-	287
Par value of shares issued in connection with a two-for-one stock split	-	100	(100)	-	-	-	-	-
	-------	---	-------	-------	-----	------	------ -	--------
Balance, December 30, 1995	20,000	200	253,969	66,810	(2,545)	2,651	(32,559)	285,875
Net income	-	-	-	61,173	-	-	-	61,173
Issuance of shares under employee stock purchase plan	-	-	484	-	-	(40)	484	968
Issuance of shares under incentive stock option plans	-	-	(239)	-	-	(46)	565	326
Cumulative translation adjustments	-	-	-	-	(260)	-	-	(260)
	-------	---	-------	-------	-----	------	------ -	--------
Balance, December 28, 1996	20,000	200	254,214	127,983	(2,805)	2,565	(31,510)	348,082
Net income	-	-	-	69,770	-	-	-	69,770
Issuance of shares under incentive stock option plan	-	-	(286)	-	-	(74)	901	615
Cumulative translation adjustments	-	-	-	-	(427)	-	-	(427)
	-------	---	-------	-------	-----	------	------ -	-------
Balance, December 27, 1997	20,000	$ 200	$ 253,928	$ 197,753	$ (3,232)	2,491	$(30,609)	$418,040
	=======	===	=======	=======	=====	======	=======	

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<FN>
See accompanying notes to consolidated financial statements.
</TABLE>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS

The principal business of Mueller Industries, Inc. is the manufacture and sale of copper tube and fittings; brass and copper alloy rod, bar, and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; plastic fittings and valves; refrigeration valves and fittings; and fabricated tubular products. The Company markets its products to the heating and air-conditioning, refrigeration, plumbing, hardware, and other industries. During 1997, the Company operated eighteen factories in seven states, Canada, Great Britain, and France and had distribution facilities nationwide and sales representation worldwide.

The Company also operates a short line railroad through its subsidiary, Utah Railway Company, and conducts placer gold mining through its subsidiary, Alaska Gold Company. In addition, the Company owns interests in or leases other natural resource properties in the Western U.S.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Mueller Industries, Inc. and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The minority interest represents separate private ownership of 25 percent of Ruby Hill Mining Company and 19 percent of Richmond-Eureka Mining Company.

INVENTORIES

The Company's inventories are valued at the lower of cost or market. The material component of certain of its U.S. copper tube and copper fittings inventories is valued on a last-in, first-out (LIFO) basis. Other inventories, including the non-material components of U.S. copper tube and copper fittings inventories, are valued on a first-in, first-out (FIFO) basis. Generally, inventory costs include material, labor costs, and manufacturing overhead.

DEPRECIATION AND AMORTIZATION

In general, depreciation of buildings, machinery and equipment, and amortization of intangibles are provided on the straight-line method over the estimated useful lives ranging from 20 to 40 years for buildings, 5 to 20 years for machinery and equipment, and 3 to 10 years for intangibles.

REVENUE RECOGNITION

Revenue from the sale of products is recognized upon passage of title to the customer, which, in most cases, coincides with shipment.

EMPLOYEE BENEFITS

The Company sponsors certain defined benefit pension plans that are noncontributory and cover certain union employees. The plans provide pension benefits based on years of service and stated benefit amounts for each year of service.

In addition to providing pension benefits, the Company sponsors certain postretirement health and life insurance programs for certain union and salaried employees, which are accounted for on the accrual method in accordance with SFAS No. 106, Employers' Accounting for Postretirement Benefits Other Than Pensions. These benefits are funded on a pay-as-you-go basis and the cost is recognized as earned during the active service life of employees. Certain retirees pay a premium for health insurance which is based on benefits paid less an agreed upon amount that is paid by the Company.

STOCK-BASED COMPENSATION

The Company accounts for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB No. 25) and related Interpretations.

EARNINGS PER COMMON SHARE

In 1997, the Financial Accounting Standards Board issued Statement No. 128, Earnings per Share (SFAS No. 128). This statement replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Unlike primary earnings per share, basic earnings per share excludes any dilutive effects of options, warrants, and convertible securities. Diluted earnings per share for the Company is very similar to the previously reported fully diluted earnings per share. All earnings per share amounts for all periods have been presented, and where appropriate, restated to conform to SFAS No. 128 requirements.

INCOME TAXES

The Company accounts for income taxes using the liability method required by SFAS No. 109, Accounting for Income Taxes.

CASH EQUIVALENTS

Temporary investments with maturities of three months or less are considered to be cash equivalents. These investments are stated at cost. At December 27, 1997, and December 28, 1996, temporary investments consisted of certificates of deposit, commercial paper, bank repurchase agreements, and U.S. and foreign government securities totaling $70.9 million and $98.1 million, respectively. These carrying amounts approximate fair value.

CONCENTRATIONS OF CREDIT AND MARKET RISK

Concentrations of credit risk with respect to accounts receivable are limited due to the large number of customers comprising the Company's customer base, and their dispersion across different industries, including air-conditioning, refrigeration, plumbing, hardware, automotive, OEMs, and others.

The Company minimizes its market risk of base metal price fluctuations through various strategies. Generally, it prices an equivalent amount of copper raw material, under flexible pricing arrangements it maintains with its suppliers, at the time it determines the selling price of finished products to its customers.

The risk related to certain inventories is reduced by entering into forward contracts. Under these arrangements, specific quantities of base metal are sold forward and require financial settlement or physical delivery at the contract term. Further, the Company occasionally hedges portions of its inventories against price fluctuations through the purchase of option contracts. Gains and losses on hedging transactions are recognized in income at the time the underlying inventory is sold. At year-end, open hedge forward contracts totaled approximately $5.4 million.

The Company's sales are principally denominated and collected in the U.S. dollar. Certain sales are collected in other currencies. Occasionally, the market risk regarding currency exchange rate fluctuations is hedged using forward contracts. At year-end, open forward contracts totaled approximately $4.2 million.

FOREIGN CURRENCY TRANSLATION

For foreign subsidiaries, the functional currency is the local currency. Balance sheet accounts are translated at exchange rates in effect at the end of the year and income statement accounts are translated at average exchange rates for the year. Translation gains and losses are included as a separate component of stockholders' equity. Transaction gains and losses included in the statement of income were not significant.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

RECENTLY ISSUED ACCOUNTING STANDARDS

During 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 130, Reporting Comprehensive Income (SFAS No. 130) and Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise and Related Information (SFAS No. 131). Both statements are effective for fiscal years beginning after December 15, 1997. SFAS No. 130 establishes new rules for the reporting and display of comprehensive income and its components in financial statements. The Company is currently evaluating the reporting formats recommended under this statement. SFAS No. 131 establishes a new method by which companies report operating segment information. This method is based on the manner in which management organizes the segments within a company for making operating decisions and assessing performance. The Company is evaluating the provisions of this statement and, upon adoption, may establish different operating segments for reporting purposes.

In February 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 132, Employers' Disclosures about Pensions and Other Postretirement Benefits (SFAS No. 132), which is effective for fiscal years beginning after December 15, 1997. The Company is currently evaluating the required disclosures under this statement.

NOTE 2 - INVENTORIES

Inventories consist of the following:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997	1996
Raw material and supplies	$ 19,960	$ 15,416
Work-in-process	20,283	12,540
Finished goods	57,531	42,041
Gold	407	6,650
Inventories	$ 98,181	$ 76,647

</TABLE>

Inventories valued using the LIFO method were $20.2 million in 1997 and $20.9 million in 1996. The approximate FIFO cost of such inventories was $22.8 million at December 27, 1997, and $26.7 million at December 28, 1996.

NOTE 3 - PROPERTIES

Properties stated at fair value as of December 28, 1990, with subsequent additions recorded at cost, are as follows:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>
Land and land improvements	$ 9,859	$ 6,646
Buildings, machinery and equipment	319,112	279,116
Construction in progress	20,531	5,001
	349,502	290,763
Less accumulated depreciation	(89,138)	(70,908)
Property, plant and equipment, net	$ 260,364	$ 219,855

</TABLE>

NOTE 4 - LONG-TERM DEBT

Long-term debt consists of the following:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>
8.38% Unsecured Notes, due through 2000	$ 10,714	$ 14,286
7.54% Unsecured Note Payable, due through 1999	9,000	13,000
1993 Series IRBs with interest at 6.95%, due through 2000	8,571	11,429
1994 Series IRBs with interest at 8.825%, due through 2001	9,000	11,571
1997 Series IRBs with interest at 7.39%, due through 2014	24,125	-
1997 Series IRBs with interest at 7.31%, due through 2009	2,385	-
Other, including capitalized lease obligations	8,298	9,364
	72,093	59,650
Less current portion of long-term debt	(18,980)	(14,844)
Long-term debt	$ 53,113	$ 44,806

</TABLE>

Aggregate annual maturities of such debt are $19.0 million, $18.3 million, $15.0 million, $6.4 million and $4.6 million for the years 1998 through 2002, respectively. Interest paid in 1997, 1996, and 1995 was $4.8 million, $5.2 million and $7.1 million, respectively. During 1997 and 1996, the Company capitalized interest of $.1 million and $.3 million, respectively, related to its major capital improvement programs. Using a discounted cash flow analysis, the book value of the Company's long-term debt approximates fair value, based on the estimated current incremental borrowing rates for similar types of borrowing arrangements.

On July 15, 1997, the Company, through a wholly-owned subsidiary, issued $25.0 million of 7.39 percent taxable Industrial Development Revenue Bonds due July 15, 2014. The Bonds are due in quarterly installments of $875 thousand from October 15, 1997 through July 15, 2004, and annual installments of $50 thousand from July 15, 2005 through July 15, 2014. Interest on the Bonds is payable in quarterly installments computed at 7.39 percent from October 15, 1997 through July 15, 2004; thereafter, the interest is payable in semi-annual installments at a rate equivalent to the six month LIBOR rate plus 135 basis points. The bonds, as well as other IRBs, are unsecured. The proceeds of the Bonds are being used to fund the construction of a new copper refining facility adjacent to the Company's existing tube mill in Fulton, Mississippi.

The Company has an unsecured $100.0 million line-of-credit agreement (the Credit Facility) which expires in May 2001, but may be extended for successive one year periods by agreement of the parties. Borrowings under the Credit Facility bear interest, at the Company's option, at (i) prime rate less .50 percent, (ii) LIBOR plus .27 percent, or (iii) Federal Funds Rate plus .65 percent. A commitment fee of 11 basis points per annum on the unused portion of the Credit Facility is payable quarterly. Currently, the Company has no outstanding borrowings under the Credit Facility. Availability of funds under the Credit Facility is reduced by the amount of certain outstanding letters of credit which totaled approximately $5.0 million at December 27, 1997.

Borrowings under the above agreements require the Company, among other things, to maintain certain minimum levels of net worth and meet certain minimum financial ratios. The Company is in compliance with all debt covenants.

NOTE 5 - STOCKHOLDERS' EQUITY

In 1995, the Company declared a two-for-one stock split effected in the form of a 100 percent stock dividend. All presentations of share data herein, including earnings per share, have been restated to reflect the split for all periods presented.

On November 10, 1994, the Company declared a dividend distribution of one Right for each outstanding share of the Company's common stock. Each Right entitles the holder to purchase one unit consisting of one-thousandth of a share of Series A Junior Participating Preferred Stock at a purchase price of $160 per unit, subject to adjustment. The Rights will not be exercisable, or transferable apart from the Company's common stock, until 10 days following an announcement that a person or affiliated group has acquired, or obtained the right to acquire, beneficial ownership of 15 percent or more of its common stock other than pursuant to certain offers for all shares of the Company's common stock that have been determined to be fair to, and in the best interest of, the Company's stockholders. The Rights, which do not have voting rights, will be exercisable by all holders (except for a holder or affiliated group beneficially owning 15 percent or more of the Company's common stock, whose Rights will be void) so that each holder of a Right shall have the right to receive, upon the exercise thereof, at the then current exercise price, the number of shares of the Company's common stock having a market value of two times the exercise price of the Rights. All Rights expire on November 10, 2004, and may be redeemed by the Company at a price of $.01 at any time prior to either their expiration or such time that the Rights become exercisable.

In the event that the Company is acquired in a merger or other business combination or certain other events occur, provision shall be made so that each holder of a Right (except Rights previously voided) shall have the right to receive, upon exercise thereof at the then current exercise price, the number of shares of common stock of the surviving company which at the time of such transaction would have a market value of two times the exercise price of the Right.

NOTE 6 - INCOME TAXES

The components of income before income taxes were taxed under the following jurisdictions:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>	1995 <C>
Domestic	$ 101,577	$ 80,557	$ 56,632
Foreign	(756)	7,855	7,917
Income before income taxes	$ 100,821	$ 88,412	$ 64,549

</TABLE>

Income tax expense consists of the following:

(In thousands)

	1997	1996	1995
Current tax expense:			
Federal	$ 23,855	$ 18,296	$ 7,838
Foreign	2,666	3,249	2,769
State and local	1,700	1,550	2,007
Current tax expense	28,221	23,095	12,614
Deferred tax expense (benefit):			
Federal	3,872	3,995	7,031
Foreign	(1,263)	-	-
State and local	221	149	81
Deferred tax expense	2,830	4,144	7,112
Income tax expense	$ 31,051	$ 27,239	$ 19,726

U.S. income and foreign withholding taxes are provided on the earnings of foreign subsidiaries that are expected to be remitted to the extent that taxes on the distribution of such earnings would not be offset by foreign tax credits.

The difference between the reported income tax expense and a tax determined by applying the applicable U.S. federal statutory income tax rate to income before income taxes, is reconciled as follows:

(In thousands)

	1997	1996	1995
Expected income tax expense	$ 35,287	$ 30,944	$ 22,592
State and local income tax, net of federal benefit	1,254	1,027	1,357
Foreign income taxes	(398)	1,035	230
Reduction in valuation allowance	(4,226)	(4,622)	(5,006)
Other, net	(866)	(1,145)	553
Income tax expense	$ 31,051	$ 27,239	$ 19,726

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

(In thousands)

	1997	1996
Deferred tax assets:		
Accounts receivable	$ 1,047	$ 1,140
Inventories	1,762	3,617
Pension, OPEB and accrued items	9,939	11,109
Other reserves	9,963	11,134
Net operating loss carryforwards	38,218	43,924
Loss carryforward-prior abandonment		

of preferred stock	40,757	41,301
Foreign tax credits	2,106	-
Alternative minimum tax credit carryforwards	4,053	4,053
Total deferred tax assets	107,845	116,278
Less valuation allowance	(52,073)	(56,299)
Deferred tax assets, net of valuation allowance	55,772	59,979
Deferred tax liabilities:		
Property, plant and equipment	43,522	44,398
Other	1,430	1,931
Total deferred tax liabilities	44,952	46,329
Net deferred tax asset	$ 10,820	$ 13,650

</TABLE>

As of December 27, 1997, the Company had net operating loss carryforwards (NOLs) available to offset future federal taxable income of $108.2 million of which $87.4 million have been recognized. These NOLs expire as follows: $14.4 million in 2000, $20.7 million in 2001, $6.5 million in 2002, $59.8 million in 2005, and $6.8 million in 2006. Annual limitations on these NOLs are approximately $17.3 million through 2001 and approximately $14.4 million through 2006. This annual limitation is, among other things, based upon the Company's value and certain statutory interest rates in effect at the time a "change in ownership" occurs. A future "change in ownership", should it occur, could result in further limitations. Realization is dependent on generating sufficient taxable income prior to expiration of the loss carryforwards. Although realization is not assured, management believes it is more likely than not that much of the deferred tax asset will be realized. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced. During 1997, 1996, and 1995, the Company recognized $3.8 million, $.7 million, and $4.5 million, respectively, of these tax attributes, reducing the deferred income tax provision in each year. As additional NOLs are utilized, the Company expects to recognize additional tax attributes over the next several years by reducing the valuation allowance. The tax effect of future recognition of any of the remaining NOLs of approximately $20.8 million will reduce the deferred income tax provisions in the periods recognized. In addition, the Company has alternative minimum tax credit carryforwards of approximately $4.1 million which are available to reduce future federal regular income taxes, if any, over an indefinite period.

In 1995, the Company "abandoned" all its rights and interests in the Preferred Stock of Sharon Specialty Steel Inc. (a Delaware corporation) which filed for bankruptcy protection. The "abandonment" of the Preferred Stock resulted in the Company recognizing a tax loss of approximately $120 million. Although the IRS has represented that the loss is a capital loss, the ultimate character of the tax loss, capital or ordinary, has not yet been definitively determined. Pending this determination, the Company reduced its valuation allowance by $1.8 million, $3.9 million and $1.2 million in 1997, 1996, and 1995, respectively. If the character of this loss is determined to be capital, the Company's ability to realize additional benefit, if any, will be limited and recognition will occur as certain gains are realized for federal tax purposes. If this loss is determined to be ordinary, the Company may realize a substantial benefit by reducing its federal taxable income. The tax benefits relating to this loss will be recognized primarily as additions to paid-in capital and, to a lesser extent, reductions to current income tax expense. Based on current facts and circumstances, management cannot predict the likelihood that a favorable outcome will be achieved. The tax loss carryforwards from this loss will expire in 2000 if the loss is determined to be capital and will expire in 2010 if the loss is determined to be ordinary.

Income taxes paid were approximately $29.9 million in 1997, $19.3 million in 1996, and $12.0 million in 1995.

NOTE 7 - OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>
Accrued discounts and allowances	$ 6,985	$ 6,923
Freight settlements due to other railroads	3,724	6,166
Income taxes payable	1,559	3,389
Other	17,684	12,457
	--------	--------
Other current liabilities	$ 29,952	$ 28,935
	========	========

</TABLE>

NOTE 8 - EMPLOYEE BENEFITS

PENSION PLANS

Pension cost (benefit) for the defined benefit plans sponsored by the Company includes the following components:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>	1995 <C>
Service cost of benefits earned during the year	$ 525	$ 490	$ 473
Interest cost on the projected benefit obligation	3,476	3,232	3,214
Actual return on plan assets	(13,711)	(6,530)	(9,846)
Net amortization and deferral	9,577	3,120	7,792
	--------	--------	--------
Net periodic pension (benefit) cost	$ (133)	$ 312	$ 1,633
	========	========	========

</TABLE>

The expected long-term rate of return on plan assets ranged from 7.5 to 8.5 percent in 1997, 1996, and 1995. Differences between the actual returns and the related expected returns on plan assets are deferred and considered in the determination of net pension cost in future periods. The decrease in 1997 and 1996 pension cost resulted primarily from the amortization of actual over expected investment returns on plan assets.

Generally, the Company contributes such amounts as are necessary to pay benefits to plan participants and to meet ERISA minimum funding requirements. The plans' investments are held by bank-administered trust funds. Prior service costs and unrecognized net gains or losses are amortized on a straight-line basis over the average future service lives of the covered group.

A reconciliation of the funded status of the plans at December 27, 1997, and December 28, 1996, respectively, to the amounts recognized in the consolidated balance sheets is as follows:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>

Actuarial present value of:		
Vested benefit obligation	$ (43,860)	$ (39,920)
Accumulated benefit obligation	(47,394)	(43,766)
Projected benefit obligation	(47,394)	(43,766)
Plan assets at fair value held in the pension plan trusts, primarily listed stocks and U.S. Government obligations	59,567	45,512
Projected benefit obligation less than plan assets	12,173	1,746
Unrecognized net gain from past experience different from that assumed and effects of changes in assumptions	(22,304)	(13,708)
Prior service cost not yet recognized in net periodic pension cost	2,957	3,434
Accrued pension cost	$ (7,174)	$ (8,528)

</TABLE>

The range of assumed discount rates used in determining the actuarial present value of the projected benefit obligations presented above was 7.0 to 7.75 percent for 1997 and 1996.

As part of the acquisition of Wednesbury Tube, the Company assumed the accumulated pension benefit obligation and related pension assets for certain current employees of the acquired business. Although the amount of the accumulated pension benefit obligation assumed and the related assets to be transferred by the seller have not been determined, the Company expects to receive sufficient asset transfers to cover the related obligations assumed.

The Company makes contributions to certain multi-employer defined benefit pension plan trusts that cover union employees based on collective bargaining agreements. Contributions by employees are not required nor are they permitted. Pension expense under the multi-employer defined benefit pension plans was $.3 million for 1997, 1996, and 1995.

The Company has employee savings plans that qualify under Section 401(k). Most U.S. employees of the Company (other than those covered by certain collective bargaining agreements) may participate by deferring from 1 to 15 percent of their eligible compensation. Beginning July 1, 1995, for employees not covered by collective bargaining agreements, the Company began matching 10 percent of each employee's contribution. The Company increased the matching percentage to 50 percent of the first 4 percent of each employee's contribution effective January 1, 1996, and 50 percent of the first 6 percent of each employee's contribution effective January 1, 1997. The Company's matching percentage was again increased effective January 1, 1998 to 50 percent of the first 8 percent of each employee's contribution. The Company's match vests 25 percent for each year of service. Compensation expense for the 401(k) match was $.8 million in 1997, $.5 million in 1996, and $.1 million in 1995.

In 1996, the Company established a nonqualified, deferred compensation plan which permits certain management employees to annually elect to defer, on a pre-tax basis, a portion of their compensation. The deferred benefit to be provided is based on the amount of compensation deferred, Company match, and earnings on the deferrals. The expense associated with the deferred compensation plan was $.3 million and $.1 million in 1997 and 1996, respectively. The Company has invested in corporate-owned life insurance policies to assist in funding this plan. The cash surrender value of these policies, included in "Other assets", was $2.1 million and $.8 million at December 27, 1997 and December 28, 1996, respectively.

POSTRETIREMENT BENEFITS OTHER THAN PENSIONS

In addition to providing pension benefits, the Company provides a fixed portion of the costs of medical and life insurance benefits to certain retired hourly and salary employees. Contribution rates are dictated by the employees' retirement plan which is subject to periodic contract renegotiation. The Company also provides the full cost of medical and life benefits to certain United Mine Workers of America (UMWA) retirees and certain qualified dependents.

In October 1992, the Coal Industry Retiree Health Benefit Act of 1992 (the Act) was enacted. The Act mandates a method of providing for postretirement benefits to UMWA current and retired employees, including some retirees who were never employed by the Company. In October 1993, beneficiaries were assigned to the Company and the Company began its mandated contributions to the UMWA Combined Benefit Fund, a multi-employer trust. Beginning in 1994, the Company was required to make contributions for assigned beneficiaries under an additional multi-employer trust created by the Act, the UMWA 1992 Benefit Plan. The ultimate amount of the Company's liability under the Act will vary due to factors which include, among other things, the validity, interpretation and regulation of the Act, its joint and several obligation, the number of valid beneficiaries assigned, and the extent to which funding for this obligation will be satisfied by transfers of excess assets from the 1950 UMWA pension plan and transfers from the Abandoned Mine Reclamation Fund. Nonetheless, the Company believes it has an adequate reserve for this liability, which is classified as other noncurrent liabilities.

The following table shows funded status reconciled with the amounts recognized in the Company's financial statements:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>
Accumulated postretirement benefit obligation:		
Retirees	$ (7,346)	$ (8,364)
Fully eligible active plan participants	(342)	(506)
Other active plan participants	(430)	(450)
	(8,118)	(9,320)
Plan assets at fair value	-	-
Accumulated postretirement benefit obligation in excess of plan assets	(8,118)	(9,320)
Unrecognized net (gain) loss	(1,132)	139
Accrued postretirement benefit cost	$ (9,250)	$ (9,181)

</TABLE>

Net periodic postretirement benefit cost was $1.1 million in 1997, $2.0 million in 1996, and $.8 million in 1995. Included in these costs are charges of $.4 million and $1.3 million for 1997 and 1996, respectively, to establish a provision for certain of the health care and life insurance benefits described above.

The cost of medical and life insurance benefits for retired employees reflected above does not include $1.2 million at December 27, 1997, and $.9 million at December 28, 1996, related to the provision of medical and other welfare benefits under certain defined benefit multi-employer plans. The actuarially determined present value of the accumulated postretirement benefit obligation was calculated using discount rates ranging from 7.0 to 8.5 percent for 1997 and 1996.

The assumed weighted average annual rate of increase in the per capita cost of covered benefits ranges from 8.58 percent to 9.33 percent for 1998 and is assumed to ultimately decrease to a rate of 6.25 percent by 2003 and remain at that level thereafter. A one percentage point increase in the assumed trend rates for each year would not have a significant effect on the expected postretirement benefit obligation.

Included in the caption "Accrued wages and other employee costs" is the current portion of postretirement benefit obligation of $.7 million in 1997 and $.8 million in 1996.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

The Company is subject to environmental standards imposed by federal, state, local, and foreign environmental laws and regulations. It has provided and charged to income $3.1 million in 1997, $2.0 million in 1996, and $1.4 million in 1995, for pending environmental matters. The basis for the increase is updated information and results of ongoing remediation and monitoring programs. Management believes that the outcome of pending environmental matters will not materially affect the financial condition or results of operations of the Company.

The Company is involved in certain litigation as a result of claims that arise in the ordinary course of business, which management believes will not have a material adverse effect on the Company's financial condition or results of operations.

The Company leases certain facilities and equipment under operating leases expiring on various dates through 2002. The lease payments under these agreements aggregate to approximately $4.8 million in 1998, $4.5 million in 1999, $3.0 million in 2000, $1.2 million in 2001, and $.5 million in 2002. Total lease and rent expense amounted to $7.7 million in 1997, $7.7 million in 1996, and $7.4 million in 1995.

NOTE 10 - OTHER INCOME

Other income, net included in the consolidated statements of income consists of the following:

<TABLE>
(In thousands)
<CAPTION>

	1997	1996	1995
<S>	<C>	<C>	<C>
Rent and royalties	$ 2,188	$ 1,413	$ 2,009
Interest income	3,584	3,352	2,283
Gain on disposal of properties, net	3,702	973	1,835
Minority interest in income of subsidiaries	(294)	(397)	-
Other income, net	$ 9,180	$ 5,341	$ 6,127

</TABLE>

NOTE 11 - STOCK OPTIONS AND EMPLOYEE STOCK PURCHASE PLANS

The Company follows APB No. 25 in accounting for its employee stock options. Under APB No. 25, no compensation expense is recognized because the exercise price of the Company's incentive employee stock options equals the market price of the underlying stock on the date of grant.

Under the 1994 Stock Option Plan (SOP Plan), the Company may grant options to purchase up to 400 thousand shares of common stock at prices not less than the fair market value of the stock on the date of the grant. Generally, the options vest annually in 20 percent increments over a five year period beginning one year from the date of the grant. Any unexercised options expire after not more than ten years. No options may be granted under this plan after ten years from the date the SOP Plan was adopted. Options to purchase up to 50 thousand shares of common stock may be granted under the 1994 Non-Employee Director Stock Option Plan at a price not less than the fair market value of the stock on the day of the grant. Generally, any unexercised options granted under this plan shall expire on a date which is five years from the date of option grant. Options are vested when granted.

Under the 1991 Incentive Stock Option Plan (ISO Plan), the Company may grant options to purchase up to 500 thousand shares of common stock at prices not less than the fair market value of the stock on the date of grant. Generally, the options vest annually in 20 percent increments over a five year period beginning one year from the date of the grant. Any unexercised options expire after not more than ten years. No options may be granted under this plan after ten years from the date the ISO Plan was adopted.

On December 4, 1991, the Company authorized a special stock option grant of 1 million shares to induce Mr. Harvey L. Karp to enter into an employment agreement with the Company. The exercise price, $4.125 per share, was the fair market value on the date of grant. Generally, the options expire one year after Mr. Karp's separation from employment with the Company unless

Mr. Karp is terminated for cause. On January 30, 1992, the Board approved and authorized a transaction whereby Mr. Karp was granted options to purchase an additional 1 million shares, which was subsequently reduced by 200 thousand option shares which the Company issued to secure the employment of Mr. William D. O'Hagan. Mr. Karp's additional grant of options is on the same terms and conditions, and at the same price, as the original grant. On May 7, 1997, Mr. O'Hagan was granted an additional special option to purchase 90 thousand shares at the fair market value on the date of the grant. Although neither Mr. Karp's nor Mr. O'Hagan's options were granted under the ISO Plan, the terms and conditions of Mr. O'Hagan's options are generally similar to those granted under the ISO Plan.

Exercise prices for stock options outstanding at December 27, 1997, ranged from $4.06 to $46.75. Of the 2.8 million stock options that are outstanding at year-end, 1.8 million are owned by Mr. Harvey Karp, and, as explained above, expire one year after Mr. Karp's separation from employment with the Company. The weighted average remaining life of the remaining 961 thousand shares is 4.9 years, and the weighted average exercise price of these shares is $21.62. The weighted average fair value per option granted was $18.62 in 1997, $16.89 in 1996, and $11.99 in 1995.

A summary of the Company's stock option activity and related information follows:

<TABLE>
(Shares in thousands)
<CAPTION>

<S>	Options <C>	Weighted Average Exercise Price <C>
Outstanding at December 31, 1994	2,532	$ 5.94
Granted	179	26.31
Exercised	(40)	5.00
Expired, cancelled, or surrendered	(20)	7.06
Outstanding at December 30, 1995	2,651	$ 7.37
Granted	74	37.41
Exercised	(46)	7.14
Expired, cancelled, or surrendered	(5)	4.06
Outstanding at December 28, 1996	2,674	$ 8.22
Granted	161	42.67
Exercised	(74)	8.40
Outstanding at December 27, 1997	2,761	$ 10.21
Options exercisable at:		
December 30, 1995	2,087	$ 4.87
December 28, 1996	2,191	$ 5.49
December 27, 1997	2,301	$ 6.14

</TABLE>

As of December 27, 1997, the Company had reserved 2.5 million shares of its common stock for issuance pursuant to certain stock option plans. Additionally, the Company had reserved 15 thousand shares of preferred stock for issuance pursuant to the Shareholder Rights Plan.

Pro forma information regarding net income and earnings per share is required by Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS No. 123), and has been determined as if the Company had accounted for its employee stock options under the fair value method. The fair value for these options at the date of grant was estimated using a Black-Scholes option valuation model with the following weighted average assumptions for the years 1997, 1996 and 1995: volatility factor of the expected market value of the Company's common stock of 0.344; weighted average expected life of the options of 6 years; and no dividend payments. The risk free interest rate used in the model was 5.55 percent for 1997 and 6.50 percent for 1996 and 1995.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period. The Company's pro forma information follows:

<TABLE>
(In thousands, except per share data)
<CAPTION>

<S>	1997 <C>	1996 <C>	1995 <C>
Net income	$ 69,770	$ 61,173	$ 44,823
SFAS No. 123 compensation expense	(960)	(560)	(164)
SFAS No. 123 pro forma net income	$ 68,810	$ 60,613	$ 44,659
Pro forma earnings per share:			
Basic earnings per share	$ 3.93	$ 3.48	$ 2.58
Diluted earnings per share	$ 3.52	$ 3.12	$ 2.34

</TABLE>

Because SFAS No. 123 applies only to stock-based compensation awards for 1995 and later years, the pro forma disclosures under SFAS No. 123 are not likely to be indicative of future disclosures until the disclosures reflect all outstanding, nonvested awards.

NOTE 12 - ACQUISITIONS

On December 30, 1996, the Company acquired the assets and certain liabilities of Precision Tube for approximately $6.6 million. Precision fabricates tubing and coaxial cables and assemblies.

On February 28, 1997, Mueller acquired certain assets of Wednesbury Tube for approximately $21.3 million. Wednesbury manufactures copper tube and is located in Bilston, West Midlands, England.

On May 15, 1997, the Company acquired Desnoyers S.A., a copper tube manufacturer with operations near Paris, France. The Company acquired Desnoyers for approximately $13.5 million which includes certain assumed debt obligations.

Each of the acquisitions was accounted for using the purchase method. Therefore, the results of operations of the acquired businesses were included in the consolidated financial statements of the Company from their respective acquisition dates. The purchase price for these acquisitions, which was financed by available cash resources, has been allocated to the assets of the acquired businesses based on their respective fair market values. The total fair value of assets acquired during 1997 was approximately $69.8 million. Liabilities assumed in these acquisitions totaled approximately $31.9 million. The financial statements reflect the preliminary allocation of the Desnoyers purchase price as the purchase price allocation has not been finalized.

The following table presents condensed pro forma consolidated results of operations as if the acquisitions had occurred at the beginning of the periods presented. This information combines the historical results of operations of the Company and the acquired businesses after the effects of estimated preliminary purchase accounting adjustments. Actual adjustments may differ from those reflected below. The pro forma information does not purport to be indicative of the results that would have been obtained if the operations had actually been combined during the periods presented and is not necessarily indicative of operating results to be expected in future periods.

<TABLE>
(In thousands, except per share data)
<CAPTION>

<S>	1997 <C>	1996 <C>
Net sales	$ 950,480	$ 936,454
Net income	65,060	56,618
Pro forma earnings per share:		
Basic earnings per share	$ 3.72	$ 3.25
Diluted earnings per share	$ 3.32	$ 2.90
	========	========

</TABLE>

NOTE 13 - INDUSTRY SEGMENTS

The Company has two business segments. One is engaged in the manufacture and sale of copper, brass, bronze, aluminum, and plastic products; the second includes other businesses consisting principally of a short line railroad, as well as the operation of a placer gold mine. Income and expenses not allocated to industry segments in computing operating income include general corporate income and expense, interest expense and interest income. General corporate assets are principally cash and temporary investments. There are no intersegment sales. Industry and geographical segment information is as follows:

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>	1995 <C>
Net sales:			
Manufacturing	$ 853,309	$ 698,026	$ 646,894
Other businesses	35,688	20,286	31,944
	--------	--------	--------
	$ 888,997	$ 718,312	$ 678,838
	========	========	========
Operating income:			
Manufacturing	$ 102,527	$ 98,669	$ 61,384
Other businesses	3,458	2,037	7,874
General corporate	(6,276)	(10,244)	(5,247)
	--------	--------	--------
	99,709	90,462	64,011
Non-operating income, net	6,080	3,296	4,706
Interest expense	(4,968)	(5,346)	(4,168)
	--------	--------	--------
Consolidated income before income taxes	$ 100,821	$ 88,412	$ 64,549
	========	========	========
Provision for depreciation and amortization:			
Manufacturing	$ 17,467	$ 14,594	$ 11,967
Other businesses	1,479	1,388	1,157
General corporate	2,052	2,490	2,328
	--------	--------	--------
	$ 20,998	$ 18,472	$ 15,452
	========	========	========
Capital expenditures:			
Manufacturing	$ 32,853	$ 14,277	$ 38,478
Other businesses	2,727	3,131	2,198
General corporate	1,285	1,460	304
	--------	--------	--------
	$ 36,865	$ 18,868	$ 40,980
	========	========	========
Identifiable assets:			
Manufacturing	$ 488,200	$ 355,429	$ 339,764
Other businesses	64,878	65,785	47,453
	--------	--------	--------
	553,078	421,214	387,217
General corporate	57,698	88,143	63,618

	$ 610,776	$ 509,357	$ 450,835

</TABLE>

<TABLE>
(In thousands)
<CAPTION>

<S>	1997 <C>	1996 <C>	1995 <C>
Net sales of operations located in:			
North America	$ 781,334	$ 718,312	$ 678,838
Europe	107,663	-	-
	$ 888,997	$ 718,312	$ 678,838
Operating income (loss):			
North America	$ 104,079	$ 90,462	$ 64,011
Europe	(4,370)	-	-
	$ 99,709	$ 90,462	$ 64,011
Identifiable assets:			
North America	$ 524,884	$ 509,357	$ 450,835
Europe	85,892	-	-
	$ 610,776	$ 509,357	$ 450,835

</TABLE>

NOTE 14 - QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

Financial results by quarter are as follows:

<TABLE>
(In thousands, except per share data)
<CAPTION>

<S>	First Quarter <C>	Second Quarter <C>	Third Quarter <C>	Fourth Quarter <C>
1997				
Net sales	$ 201,366	$ 215,437	$ 229,133	$ 243,061

Gross profit (1)	45,582	42,752	47,757	48,105
Net income	15,758	16,339	18,051	19,622
Diluted earnings per share (2)	.80	.83	.92	1.00
1996				
Net sales	$ 180,515	$ 189,557	$ 175,991	$ 172,249
Gross profit (1)	36,983	40,021	42,787	43,951
Net income	13,292	13,897	16,182	17,802
Diluted earnings per share (2)	.69	.71	.83	.91

<FN>
(1) Gross profit is net sales less cost of goods sold, which excludes depreciation and amortization.
(2) The 1996 and first three quarters of 1997 earnings per share amounts have been restated to comply with SFAS No. 128 requirements.
</TABLE>

REPORT OF INDEPENDENT AUDITORS

The Stockholders of Mueller Industries, Inc.

We have audited the accompanying consolidated balance sheets of Mueller Industries, Inc. as of December 27, 1997 and December 28, 1996 and the related consolidated statements of income, stockholders' equity and cash flows for each of the three years in the period ended December 27, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Mueller Industries, Inc. at December 27, 1997 and December 28, 1996, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 27, 1997, in conformity with generally accepted accounting principles.

ERNST & YOUNG LLP

Memphis, Tennessee
February 6, 1998

Forward-Looking Statements

This Annual Report contains various forward-looking statements and includes assumptions concerning Mueller's operations, future results, and prospects. These forward-looking statements are based on current expectations and are subject to risk and uncertainties. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, Mueller provides the following cautionary statement identifying important economic, political and technological factors, among others, the absence of which could cause the actual results or events to differ materially from those set forth in or implied by the forward-looking statements and related assumptions.

Such factors include: (i) continuation of the current and projected future business environment, including interest rates and capital and consumer spending; (ii) competitive factors and competitor responses to Mueller initiatives; (iii) successful completion of major ongoing capital projects; (iv) stability of government laws and regulations, including taxes; and (v) continuation of the environment to make acquisitions, domestic and foreign, including regulatory requirements and market values of candidates.

<TABLE>
CAPITAL STOCK INFORMATION

The high, low and closing prices of Mueller's common stock on the New York Stock Exchange for each fiscal quarter of 1997 and 1996 were as follows:

<CAPTION>

1997	High	Low	Close
<S>	<C>	<C>	<C>
Fourth quarter	$ 56 5/16	$ 43 7/16	$ 53 3/16
Third quarter	48	42 1/2	45 1/4
Second quarter	45 1/8	36 1/2	43
First quarter	45 3/8	38 1/8	39 3/4

<CAPTION>

1996	High	Low	Close
<S>	<C>	<C>	<C>
Fourth quarter	$ 42 5/8	$ 36 1/8	$ 36 1/8
Third quarter	42 3/8	31 3/8	39 3/4
Second quarter	44 1/4	35 1/4	41 1/2
First quarter	35 5/8	26	35 3/8

</TABLE>

As of March 2, 1998, the number of holders of record of Mueller's common stock was approximately 3,300. The New York Stock Exchange's closing price for Mueller's common stock on March 2, 1998 was $55 1/8.

The Company has paid no cash dividends on its common stock and presently does not anticipate paying cash dividends in the near future.

SELECTED FINANCIAL DATA
(In thousands, except per share data)
<TABLE>
<CAPTION>

	1997 (3)	1996	1995	1994	1993
<S>	<C>	<C>	<C>	<C>	<C>
For the fiscal year:					

Net sales	$ 888,997	$ 718,312	$ 678,838	$ 550,003	$ 501,885
Operating income (1)	99,709	90,462	64,011	43,952	38,027
Net income	69,770	61,173	44,823	27,926	21,136
Diluted earnings per share (2)	3.56	3.14	2.34	1.41	1.01
At year-end:					
Total assets	610,776	509,357	450,835	430,755	369,743
Long-term debt	53,113	44,806	59,653	76,125	54,320

<FN>
(1) In 1994, the Company changed its method of accounting for the copper component of certain of its copper tube and copper fittings inventories to the LIFO method.
(2) Earnings per share amounts have been restated to comply with SFAS No. 128 requirements and to reflect a two-for-one stock split effected in September 1995.
(3) Includes effects of acquisitions described in Note 12 to the Consolidated Financial Statements.
</TABLE>

DIRECTORS, CORPORATE OFFICERS, AND DIVISIONAL MANAGEMENT

BOARD OF DIRECTORS

Harvey L. Karp	Chairman of the Board, Mueller Industries, Inc.
Robert B. Hodes (1) (3)	Counsel, Willkie Farr & Gallagher
Allan Mactier (1) (2) (3)	Private Investor
William D. O'Hagan	President and Chief Executive Officer Mueller Industries, Inc.
Robert J. Pasquarelli (1) (2)	General Manager - Mansfield, Armco, Inc.

(1) Member of the Audit Committee
(2) Member of the Compensation Committee
(3) Member of the Nominating Committee

CORPORATE OFFICERS

Harvey L. Karp	Chairman of the Board
William D. O'Hagan	President and Chief Executive Officer
Earl W. Bunkers	Executive Vice President and Chief Financial Officer
William H. Hensley	Vice President, General Counsel and Secretary
Lowell J. Hill	Vice President Human Resources

Kent A. McKee	Vice President Business Development/ Investor Relations
Richard G. Miller	Vice President and Chief Information Officer
Lee R. Nyman	Vice President Manufacturing/ Management Engineering
James H. Rourke	Group Vice President - Industrial Products Division

DIVISIONAL MANAGEMENT

STANDARD PRODUCTS DIVISION

Roy C. Harris	Division General Manager
Harvey W. Clements	Vice President Copper Tube Manufacturing
Larry D. Birch	Vice President Domestic Sales and Marketing
Robert L. Fleeman	Vice President International Sales
Gregory L. Christopher	Vice President Supply Chain Management

Louis F. Pereira	General Manager Canadian Operations
Daniel R. Corbin	General Manager Plastic Fittings Manufacturing
Tommy L. Jamison	General Manager Copper Fittings Manufacturing
Andrew A. Sippel	Controller

INDUSTRIAL PRODUCTS DIVISION

Kevin N. McGrath	Divisional Vice President Sales
William F. Navarre	Vice President Manufacturing - Rod/Forgings
Felista S. Amburgey	Vice President Sales - Rod
Timothy J. Keck	Vice President Sales - Forgings/Impacts
David F. O'Brien	Plant Manager - Impacts
Richard D. Holmes	Controller
Roland P. Robichaud	General Manager - Refrigeration Products
Mark E. Bornand	Vice President Sales - Refrigeration Products
Kent K. Miller	Director of Engineering - Refrigeration Products
Anthony D. Donato	Plant Manager - Refrigeration Products

PRECISION TUBE DIVISION

H. Eugene Passmore	President
Charles W. Blackledge	Vice President Operations
John R. Gentile	Director of Sales and Marketing
Thomas M. Sarisky	Director of Engineering

EUROPEAN OPERATIONS

Robert B. Gillespie	Managing Director European Operations
Peter J. S. Brookes	Finance Director
Roger Y. Boutonnet	Sales Director - French Operations
Bryan A. Evans	Director of Manufacturing - U.K.
Jean-Claude Glaichenhaus	Director of Manufacturing - France
Peter J. Marsh	Sales Director - U.K. Operations

ARAVA NATURAL RESOURCES DIVISION

Gary L. Barker	President - Arava Natural Resources Company, Inc.
Michael P. Watson	Vice President - Arava Natural Resources Company, Inc.
Michael W. Baum	President - Mining Remedial Recovery Company
John E. West III	Executive Vice President - Utah Railway Company
Corporate Headquarters	6799 Great Oaks Road, Suite 200, Memphis, TN 38138 (901) 753-3200
Annual Meeting	The Annual Meeting of Stockholders will be held at the Fogelman Executive Center at The University of Memphis, 330 Deloach Street, Memphis, Tennessee, 10:00 A.M. local time, May 7, 1998.
Form 10-K	Copies of the Company's Annual Report on Form 10-K are available upon written request c/o Mueller Industries, Inc., P.O. Box 382100, Memphis, TN 38183-2100 Attention: Investor Relations
Common Stock	Mueller common stock is traded on the NYSE-Symbol MLI.
Independent Auditors	Ernst & Young LLP, Memphis, Tennessee
Transfer Agent and Registrar	Continental Stock Transfer & Trust Co., 2 Broadway New York, New York 10004
Stockholder Inquiries	To notify the Company of address changes or lost certificates, stockholders can call Continental Stock Transfer & Trust Co. at (212) 509-4000.

MUELLER INDUSTRIES, INC.
List of Subsidiaries

Subsidiary*	State or Country of Incorporation
Mueller Brass Co. (Assumed name: Mueller Brass Products)	Michigan
Mueller Industrial Realty Co.	Michigan
Itawamba Industrial Gas Company, Inc.	Mississippi
Streamline Copper & Brass Ltd.	Canada
Mueller Plastics Holding Company, Inc.	Ohio
Mueller Plastics Corporation, Inc.	Delaware
MPC Foundry, Inc.	Delaware
MPC Machine Shop, Inc.	Delaware
Mueller Brass Forging Company, Inc.	Delaware
Mueller Copper Fittings Company, Inc.	Delaware
Mueller Fittings Company, Inc.	Michigan
Mueller Copper Tube Company, Inc.	Delaware
Mueller East, Inc.	Delaware
Mueller Fittings, L.P. (1)	
Mueller Formed Tube Company, Inc.	Delaware
Mueller Impacts Company, Inc.	Delaware
Mueller Line Set Inc.	Delaware
Mueller Refrigeration Products Company, Inc.	Delaware
Mueller Refrigeration Company, Inc.	Michigan
Mueller Refrigeration Holding Co., Inc.	Delaware
Mueller Refrigeration Products L.P. (2)	
Mueller Streamline Co.	Delaware
Precision Tube Company, Inc.	Pennsylvania
Mueller Tool and Machine, Inc.	Delaware
Mueller Casting Company, Inc.	Delaware
WTC Holding Company, Inc.	Michigan
Wednesbury Tube & Fittings Company Limited	United Kingdom
DENO Investment Company, Inc.	Michigan
DENO Holding Company, Inc.	Michigan
DENO Acquisition	France
Desnoyers, S.A.	France
Toutubes, S.A.R.L.	France
Mueller Streamline FSC Ltd.	Virgin Islands
Arava Natural Resources Company, Inc.	Delaware
United States Fuel Company	Nevada
King Coal Company	Utah
Utah Railway Company	Utah
Canco Oil & Gas Ltd.	Canada
Aegis Oil & Gas Leasing Ltd.	Canada
Bayard Mining Corporation	Delaware
Washington Mining Company	Maine

List of Subsidiaries (continued)

Subsidiary*	State or Country of Incorporation
Amwest Exploration Company	Delaware
USSRAM Exploration Company	Maine
Richmond-Eureka Mining Company (81%)	Maine
Ruby Hill Mining Company (75%)	Maine
White Knob Mining Company	Idaho
Arava Exploration Company	Colorado
Summit Systems, Inc.	Delaware
Kennet Company Limited	Bermuda
Mining Remedial Recovery Company	Delaware
Carpentertown Coal & Coke Company	Pennsylvania
USS Lead Refinery, Inc.	Maine
Leon Water Enterprises, Inc. (50%)	Texas
Alaska Gold Company	Delaware
Macomber Construction Company	Ohio
Macomber Incorporated	Ohio
Macomber Building and Land Corporation	Delaware

* All subsidiaries are 100% owned, except as shown.

(1) Tennessee Limited Partnership between Mueller East, Inc. and Mueller Fittings Company, Inc.

(2) Tennessee Limited Partnership between Mueller Refrigeration Holding Co., Inc. and Mueller Refrigeration Company, Inc.

Consent of Independent Auditors

We consent to the incorporation by reference in this Annual Report (Form 10-K) of Mueller Industries, Inc. of our report dated February 6, 1998, included in the 1997 Annual Report to Stockholders of Mueller Industries, Inc.

Our audits also included the consolidated financial statement schedule of Mueller Industries, Inc. listed in Item 14(a). This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also consent to the incorporation by reference in the Registration Statements (Forms S-8 No. 33-54705, No. 33-41478 and No. 33-47307) pertaining to the 1994 Stock Option Plan and 1994 Non-Employee Director Stock Option Plan, 1991 Employee Stock Purchase Plan and the 1991 Incentive Stock Option Plan of Mueller Industries, Inc., respectively, of our report dated February 6, 1998, with respect to the consolidated financial statements of Mueller Industries, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 27, 1997, and the related financial statement schedule included therein filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Memphis, Tennessee
March 18, 1998

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE COMPANY'S FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 27, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS
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