1999

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the fiscal quarter ended March 27, 1999   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.)

8285 TOURNAMENT DRIVE, SUITE 150
MEMPHIS, TENNESSEE 38125
(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 / /

The number of shares of the Registrant's common stock outstanding as of April 23, 1999, was 35,854,196.

MUELLER INDUSTRIES, INC.

FORM 10-Q

For the Period Ended March 27, 1999

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

<TABLE>

MUELLER INDUSTRIES, INC.

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except per share data)

<CAPTION>

	For the Quarter Ended	
	March 27, 1999	March 28, 1998
<S>	<C>	<C>
Net sales	$ 287,840	$ 226,652
Cost of goods sold	221,740	175,457
Gross profit	66,100	51,195
Depreciation and amortization	8,990	5,584
Selling, general, and administrative expense	25,179	17,842
Operating income	31,931	27,769
Interest expense	(2,861)	(1,352)
Environmental reserves	-	(600)
Other income, net	2,129	2,723
Income before income taxes	31,199	28,540
Current income tax expense	(5,023)	(8,533)
Deferred income tax expense	(4,493)	(742)
Total income tax expense	(9,516)	(9,275)
Net income	$ 21,683	$ 19,265
Weighted average shares for basic earnings per share	35,833	35,100
Effect of dilutive stock options	3,782	4,447
Adjusted weighted average shares for diluted earnings per share	39,615	39,547
Basic earnings per share	$ 0.61	$ 0.55
Diluted earnings per share	$ 0.55	$ 0.49

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

<TABLE>
MUELLER INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands)
<CAPTION>

<S>	March 27, 1999 <C>	December 26, 1998 <C>
Assets		
Current assets:		
Cash and cash equivalents	$ 90,133	$ 80,568
Accounts receivable, less allowance for doubtful accounts of $4,838 in 1999 and $4,929 in 1998	181,598	155,601
Inventories:		
Raw material and supplies	24,500	26,544
Work-in-process	19,682	18,196
Finished goods	79,020	89,672
Gold	346	320
Total inventories	123,548	134,732
Current deferred income taxes	5,140	5,140
Other current assets	4,202	6,283
Total current assets	404,621	382,324
Property, plant and equipment, net	376,632	379,082
Goodwill, net	75,225	75,988
Other assets	32,492	37,300
	$ 888,970	$ 874,694

<FN>
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</TABLE>

<TABLE>
MUELLER INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except share data)
<CAPTION>

<S>	March 27, 1999 <C>	December 26, 1998 <C>
Liabilities and Stockholders' Equity		
Current liabilities:		
Current portion of long-term debt	$ 32,577	$ 19,980
Accounts payable	50,356	46,641
Accrued wages and other employee costs	22,694	26,636
Other current liabilities	45,966	49,317
Total current liabilities	151,593	142,574

Long-term debt	156,909	174,569
Pension and postretirement liabilities	12,204	12,584
Environmental reserves	15,582	16,321
Deferred income taxes	14,983	10,490
Other noncurrent liabilities	15,580	15,680
Total liabilities	366,851	372,218
Minority interest in subsidiaries	354	354
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 100,000,000; issued 40,091,502; outstanding 35,853,396 in 1999 and 35,807,596 in 1998	401	401
Additional paid-in capital, common	258,376	258,171
Retained earnings (Since January 1, 1991)	294,881	273,198
Cumulative translation adjustment	(5,827)	(3,317)
Treasury common stock, at cost	(26,066)	(26,331)
Total stockholders' equity	521,765	502,122
Commitments and contingencies (Note 2)	-	-
	$ 888,970	$ 874,694

<FN>
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</TABLE>

<TABLE>
MUELLER INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)
<CAPTION>

	For the Quarter Ended March 27, 1999	March 28, 1998
<S>	<C>	<C>
Cash flows from operating activities		
Net income	$ 21,683	$ 19,265
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	8,990	5,584
Minority interest in subsidiaries	-	255
Deferred income taxes	4,493	742
Gain on disposal of properties	(110)	(1,418)
Changes in assets and liabilities:		
Receivables	(27,264)	(15,193)
Inventories	10,277	4,433
Other assets	4,626	(3,520)
Current liabilities	(2,297)	9,217
Other liabilities	(3,649)	1,633
Other, net	(216)	(105)
Net cash provided by operating activities	16,533	20,893
Cash flows from investing activities		
Capital expenditures	(7,730)	(14,570)
Proceeds from sales of properties	175	1,480
Escrowed IRB proceeds	4,946	1,877
Net cash used in investing activities	(2,609)	(11,213)
Cash flows from financing activities		
Proceeds from issuance of long-term debt	5,000	-
Repayments of long-term debt	(10,043)	(4,347)
Proceeds from sale of treasury stock	470	711
Net cash used in financing activities	(4,573)	(3,636)
Effect of exchange rate changes on cash	214	60

Increase in cash and cash equivalents	9,565	6,104
Cash and cash equivalents at the beginning of the period	80,568	69,978
Cash and cash equivalents at the end of the period	$ 90,133	$ 76,082

<FN>
See accompanying notes to consolidated financial statements.
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MUELLER INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

General

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. Results of operations for the interim periods presented are not necessarily indicative of results which may be expected for any other interim period or for the year as a whole. This quarterly report on Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K, including the annual financial statements incorporated therein by reference.

The accompanying unaudited interim financial statements include all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented.

Note 1 - Earnings Per Common Share

Basic per share amounts have been computed based on the average number of common shares outstanding. Diluted per share amounts reflect the increase in average common shares outstanding that would result from the assumed exercise of outstanding stock options, computed using the treasury stock method.

Note 2 - Commitments and Contingencies

The Company is subject to normal environmental standards imposed by federal, state, local and foreign environmental laws and regulations. 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.

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

Note 3 - Comprehensive Income

Comprehensive income for the Company consists of net income and foreign currency translation adjustments. Total comprehensive income was $19,173,000 and $18,655,000 for the quarters ending March 27, 1999, and March 28, 1998, respectively.

Note 4 - Industry Segments

Summarized segment information is as follows:
(In thousands)
[CAPTION]

[S]	For the Quarter Ended March 27, 1999 [C]	March 28, 1998 [C]
Net sales:		
Standard Products Division	$ 206,558	$ 144,848
Industrial Products Division	75,867	75,669

Other Businesses	5,438	6,222
Elimination of intersegment sales	(23)	(87)
	$ 287,840	$ 226,652
Operating income:		
Standard Products Division	$ 27,686	$ 23,158
Industrial Products Division	9,236	8,055
Other Businesses	564	1,857
Unallocated expenses	(5,555)	(5,301)
	$ 31,931	$ 27,769

Note 5 - Subsequent Event

On April 26, 1999, the Company sold its interests in Alaska Gold Company to NovaGold Resources Inc. ("NovaGold"). Proceeds from the sale include the following: (i) cash of $3 million paid at closing; (ii) a promissory note from NovaGold for $1.5 million payable on December 15, 1999, convertible at NovaGold's option into NovaGold shares traded on the Toronto Stock Exchange; and (iii) a subordinated $1 million production royalty, payable over a maximum of 4 years, convertible into NovaGold shares at the Company's option. Alaska Gold Company's sales represented less than 1 percent of the Company's consolidated net sales in 1998 and less than 2 percent of consolidated net sales in 1997. The Company will recognize a gain on this sale transaction in its financial statements for the second quarter.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General 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.

The Company's businesses are managed and organized into three segments: (i) Standard Products Division (SPD); (ii) Industrial Products Division (IPD); and (iii) Other Businesses. SPD manufactures and sells copper tube, and copper and plastic fittings and valves. Outside of the United States, SPD manufactures copper tube in Europe and copper fittings in Canada. SPD sells these products to wholesalers in the HVAC (heating, ventilation and air-conditioning), plumbing and refrigeration markets, and to distributors to the manufactured housing and recreational vehicle industries. IPD manufactures and sells brass and copper alloy rod, bar and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; refrigeration valves and fittings; fabricated tubular products; and gas valves and assemblies. IPD sells its products primarily to original equipment manufacturers (OEMs), many of which are in the HVAC, plumbing and refrigeration markets. Other Businesses include Utah Railway Company and other natural resource properties and interests. SPD and IPD account for more than 96 percent of consolidated net sales and more than 86 percent of consolidated total assets.

During 1998, the Company completed three acquisitions: (i) Halstead Industries, Inc. operates a copper tube mill in Wynne, Arkansas and a line sets factory in Clinton, Tennessee; (ii) B&K Industries, Inc., based in Elk Grove Village, Illinois, is a significant import distributor of residential and commercial plumbing products in the United States that sells through all major distribution channels including hardware co-ops, home centers, plumbing wholesalers, hardware wholesalers, OEMs and manufactured housing wholesalers; and (iii) Lincoln Brass Works, Inc. produces custom valve assemblies, custom metal assemblies, gas delivery systems and tubular products, primarily for the gas appliance market, at two manufacturing facilities in Tennessee.

New housing starts and commercial construction are important determinants of the Company's sales to the HVAC, 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.

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

Results of Operations

Net income was $21.7 million, or 55 cents per diluted share, for the first quarter of 1999, which compares with net income of $19.3 million, or 49 cents per diluted share, for the same period of 1998.

During the first quarter of 1999, the Company's net sales were $287.8 million, which compares to net sales of $226.7 million, or a 27 percent increase over the same period of 1998. Pounds shipped totaled 207.9 million, an increase of 33 percent. This increase in net sales and shipments includes volume from businesses acquired in 1998. Pounds shipped grew by a larger percent than sales dollars because the price of copper was lower in the first quarter of 1999 than in the same period of 1998.

First quarter operating income increased primarily due to: (i) higher sales volumes particularly at copper tube and line sets; (ii) spread improvements at copper tube; and (iii) earnings at businesses acquired in 1998. Increased operating income was partially offset by losses at our European operations. Selling, general, and administrative expense increased primarily due to acquired businesses.

Interest expense in the first quarter of 1999 totaled $2.9 million, which was $1.5 million greater than the first quarter of 1998. The Company capitalized $0.4 million of interest related to capital improvement programs in the first quarter of 1999 compared to $0.1 million in the first quarter of 1998. Total interest in the first quarter of 1999 increased due to the increase in long-term debt following the issuance of the $125 million term note, partially offset by scheduled repayments in other long-term debt.

The Company continues to achieve its long-term objective of divesting certain natural resource properties and businesses. During April 1999, the Company sold 100 percent of its interests in Alaska Gold Company, and will recognize a modest gain from this sale in the second quarter.

Following this sale transaction, the Company believes it will realize for federal tax purposes an ordinary loss of approximately $70 million which will reduce taxable income in 1999. Recognition of this tax attribute, previously recognized as a deferred tax asset less an appropriate valuation allowance, will reduce the Company's effective tax rate to approximately 30.5 percent in 1999. The Company computed its income tax provision for the first quarter of 1999 using this effective income tax rate. This effective rate also reflects the benefit of a lower federal provision relating to the recognition of net operating loss carryforwards, and a lower state provision associated with incentive IRB financings.

Liquidity and Capital Resources

Cash provided by operating activities in the first quarter of 1999 totaled $16.5 million which is primarily attributable to net income, depreciation and amortization, and decreased inventories, offset by increased receivables.

During the first quarter of 1999, the Company used $2.6 million for investing activities, consisting primarily of $7.7 million for capital expenditures. Existing cash balances, cash from operations, plus escrowed IRB proceeds were used to fund the first quarter investing activities.

In December 1998, the Company executed an agreement with its bank syndicate that established an unsecured $125 million term note. The proceeds from the term note were used primarily to pay down the balance under the Company's line of credit which was used to fund the Halstead acquisition. The agreement requires quarterly principal payments of approximately $3.3 million plus interest through 2003, with a balloon payment of $62.5 million due December 31, 2003. Interest is based on the 90-day LIBOR plus a premium of 110 to 130 basis points as determined by certain financial ratios.

In addition, the Company has a $100.0 million unsecured line of credit agreement (the Credit Facility) which expires in May 2001, but which 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 subject to adjustment, or (iii) Federal Funds Rate plus .65 percent. There are no outstanding borrowings under the Credit Facility. At March 27, 1999, funds available under the Credit Facility was reduced by $4.2 million for outstanding letters of credit. At March 27, 1999, the Company's total debt was $189.5 million or 26.6 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 debt covenants.

The Company has planned for approximately $50 million of capital additions and improvements in 1999. The largest proposed project is the modernization of our recently acquired copper tube mill in Wynne, Arkansas. This project, which would require expenditure of approximately $20 to $24 million over a two-year period, will improve yield, productivity, and throughput when completed.

The Company's $33.4 million copper casting facility in Fulton, Mississippi became operational during the first quarter of 1999. This facility allows the use of a lower-cost mix of copper scrap and cathode when market conditions warrant. Mueller also has programs underway to make near-term improvements at its 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 $90.1 million will be adequate to meet the Company's normal future capital expenditure and operational needs. Additionally, certain capital improvements are being funded with escrowed IRB proceeds. The Company's current ratio remains strong at 2.7 to 1.

PART II. OTHER INFORMATION

Item 5. Other Information

The following discussion updates the disclosure in Item 1, Business, in the Company's Annual Report on Form 10-K, for the year ended December 26, 1998.

Other Businesses

Operations of one of the Company's subsidiaries, Utah Railway Company, have been unfavorably affected by a 1998 fire at one of the coal mines it serves. Limited production has resumed at the mine; however, Mueller has filed a business interruption insurance claim for the loss of earnings due to the fire. At this time, the amount to be recovered from our insurer cannot be determined.

Labor Relations

On April 2, 1999, the Company renewed union contracts that cover employees at its Port Huron facilities for a five-year period.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

19.1 Mueller Industries, Inc.'s Quarterly Report to Stockholders for the quarter ended March 27, 1999. Such report is being furnished for the information of the Securities and Exchange Commission only and is not to be deemed filed as part of this Quarterly Report on Form 10-Q.

(b) During the quarter ended March 27, 1999, the Registrant filed no Current Reports on Form 8-K.

Items 1, 2, 3, and 4 are not applicable and have been omitted.

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 April 27, 1999.

MUELLER INDUSTRIES, INC.

/S/ KENT A. MCKEE
Kent A. McKee
Vice President and
Chief Financial Officer

/S/ RICHARD W. CORMAN
Richard W. Corman
Corporate Controller

EXHIBIT INDEX

TO OUR STOCKHOLDERS, CUSTOMERS AND EMPLOYEES

It is a pleasure to report that the first quarter of 1999 was the best quarter in Mueller's history. Net earnings rose 13 percent compared with the same quarter of 1998. Net sales, pounds shipped and operating income all posted double digit gains. Net earnings were $21.7 million, or 55 cents per diluted share, compared to $19.3 million, or 49 cents per diluted share, for the first quarter of 1998.

Net sales for the first quarter were $287.8 million, an increase of 27 percent over sales of $226.7 million for the same quarter of 1998. We shipped 208 million pounds of product, compared with 156 million pounds in the first quarter of 1998. This increase in product shipments includes volume from businesses acquired in 1998.

Mueller invested $55 million in capital additions and improvements in 1998. An additional $50 million has been budgeted for 1999. Our largest proposed project is the modernization of our recently-acquired tube mill in Wynne, Arkansas.

We are pleased to report that our new copper casting facility in Fulton, Mississippi is now operating. This facility permits the use of a mix of copper scrap and cathode which can result in savings when the spread between the cost of scrap and the cost of cathode widens.

B&K Industries, Inc., acquired in August 1998, is proving to be an excellent complement to Mueller's manufacturing operations. B&K's expertise in serving the retail marketplace has already allowed Mueller to establish major new national accounts.

Our European tube businesses are continuing to improve operationally; we expect these businesses to break even by the second half of this year.

In December 1998, we completed a $125 million unsecured bank financing on attractive terms. In addition, we have available a $100 million line of credit, none of which has been drawn against.

The U.S. housing industry continues to be vibrant. Housing starts are running at an annual rate of 1.8 million units, nine percent above the rate one year ago. Mortgage rates remain very attractive, at around seven percent for a 30-year loan. Consumer confidence is high and the index of leading indicators has risen for the last five months. These signs indicate continuing underlying strength for the U.S. housing industry, which bodes well for our business.

Our Annual Stockholders' Meeting will be held at Mueller's headquarters in Memphis, Tennessee on May 6, 1999. You should have already received the notice of the meeting, as well as proxy material and the 1998 Annual Report. We hope you can attend, but if you cannot, we urge you to sign and return your proxy card.

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

April 14, 1999

Historical Analysis (1994-1999) of Quarterly
Earnings Before Tax and Earnings Per Share

Mueller's earnings have grown substantially over the past five years. In the first quarter of 1999, our Company earned $31.2 million before tax, compared with $6.7 million for the same quarter of 1994, an increase of 366 percent. Diluted earnings per share have risen 450 percent, from $0.10 to $0.55.

[GRAPH]

First Quarter Diluted Earnings Per Share

1994	$0.10
1995	0.27
1996	0.34
1997	0.40
1998	0.49
1999	0.55

Earnings Before Tax (millions)

	Quarter				Total
	1st	2nd	3rd	4th	Year
1994	$ 6.7	$ 9.1	$ 12.0	$ 13.0	$ 40.8
1995	14.7	15.6	17.0	17.2	64.5
1996	19.3	20.1	23.4	25.6	88.4
1997	23.1	23.6	25.8	28.3	100.8
1998	28.5	29.0	26.1	25.7	109.3
1999	31.2				

Diluted Earnings Per Share

	Quarter				Total
	1st	2nd	3rd	4th	Year
1994	$ 0.10	$ 0.14	$ 0.22	$ 0.25	$ 0.71
1995	0.27	0.28	0.30	0.32	1.17
1996	0.34	0.36	0.41	0.46	1.57
1997	0.40	0.42	0.46	0.50	1.78
1998	0.49	0.50	0.47	0.45	1.90
1999	0.55				

<TABLE>
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CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(In thousands, except per share data)
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(Unaudited)
(In thousands)
<CAPTION>

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ASSETS		
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Inventories	123,548	134,732
Other current assets	9,342	11,423
Total current assets	404,621	382,324
Property, plant and equipment, net	376,632	379,082
Other assets	107,717	113,288
	$ 888,970	$ 874,694

LIABILITIES AND STOCKHOLDERS' EQUITY

Current portion of long-term debt	$ 32,577	$ 19,980
Accounts payable	50,356	46,641
Other current liabilities	68,660	75,953
Total current liabilities	151,593	142,574
Long-term debt	156,909	174,569
Other noncurrent liabilities	58,349	55,075
Total liabilities	366,851	372,218
Minority interest in subsidiaries	354	354
Stockholders' equity	521,765	502,122
	$ 888,970	$ 874,694

</TABLE>

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE
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QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS
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