

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 31, 2004

MUELLER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-6770 ----- (Commission File Number)	25-0790410 ----- (IRS Employer Identification No.)
8285 Tournament Drive Suite 150 Memphis, Tennessee ----- (Address of principal executive offices)		38125 ----- Zip Code

Registrant's telephone number, including area code: (901) 753-3200

Registrant's Former Name or Address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On September 2, 2004, Mueller Industries, Inc., a Delaware corporation (the "Company"), announced that its Board of Directors authorized a special dividend of \$6.50 in cash and \$8.50 in principal amount of the Company's 6% Subordinated Debentures due 2014 (the "Debentures"), per share of the Company's common stock, subject to the satisfaction of certain conditions and the occurrence of certain events. The record date for stockholders entitled to receive the special dividend and the payment date thereof were not established by the Board of Directors but it is expected that the special dividend will be paid by mid November, 2004. The Company will file an application on Form T-3 with the Securities and Exchange Commission to qualify the Indenture under which the Debentures will be issued under the Trust Indenture Act of 1939, as amended. A copy of the press release announcing the special dividend is attached as Exhibit 99.1.

In addition, in connection with the special dividend, on August 31, 2004, the Company amended its 1991 Incentive Stock Option Plan, 1994 Stock Option Plan, 1998 Stock Option Plan, 2002 Stock Option Plan and 1994 Non-Employee Director Stock Option Plan and the Stock Option Agreement with Mr. Michael O. Fifer, dated June 30, 2003, to clarify that the anti-dilution adjustment language therein includes the authority to make adjustments for extraordinary dividends declared on the Company's common stock, whether payable in the form of cash, stock or other form of consideration (including debentures). Copies of these amendments are attached as Exhibits 99.2 through 99.7.

Item 9.01. Financial Statements and Exhibits.

- 99.1 Press release, dated September 2, 2004.
- 99.2 Amendment to the Mueller Industries, Inc. 1991 Incentive Stock Option Plan, dated September 1, 2004.
- 99.3 Amendment to the Mueller Industries, Inc. 1994 Stock Option Plan, dated September 1, 2004.
- 99.4 Amendment to the Mueller Industries, Inc. 1998 Stock Option Plan, dated September 1, 2004.
- 99.5 Amendment to the Mueller Industries, Inc. 2002 Stock Option Plan, dated September 1, 2004.
- 99.6 Amendment to the Mueller Industries, Inc. 1994 Non-Employee Director Stock Option Plan, dated September 1, 2004.
- 99.7 Amendment, dated September 1, 2004, to the Stock Option Agreement between Mueller Industries, Inc. and Michael O. Fifer, dated June 30, 2003.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized, on September 2, 2004.

MUELLER INDUSTRIES, INC.

By: /s/ Kent A. McKee

Name: Kent A. McKee
Title: Vice President and Chief
Financial Officer

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Exhibit Index

Exhibit No.	Description
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99.1	Press Release, dated September 2, 2004.
99.2	Amendment to the Mueller Industries, Inc. 1991 Incentive Stock Option Plan, dated September 1, 2004.
99.3	Amendment to the Mueller Industries, Inc. 1994 Stock Option Plan, dated September 1, 2004.
99.4	Amendment to the Mueller Industries, Inc. 1998 Stock Option Plan, dated September 1, 2004.
99.5	Amendment to the Mueller Industries, Inc. 2002 Stock Option Plan, dated September 1, 2004.
99.6	Amendment to the Mueller Industries, Inc. 1994 Non-Employee Director Stock Option Plan, dated September 1, 2004.
99.7	Amendment, dated September 1, 2004, to the Stock Option Agreement between Mueller Industries, Inc. and Michael O. Fifer, dated June 30, 2003.

FOR IMMEDIATE RELEASE
Memphis, TN-- September 2, 2004

Contact: Kent A. McKee
(901) 753-3208

MUELLER INDUSTRIES, INC. DECLARES
SPECIAL DIVIDEND ON COMMON STOCK

Mueller Industries, Inc. (NYSE: MLI), announced today that its Board of Directors had authorized a special dividend on its common stock. The special dividend will consist of \$6.50 in cash and \$8.50 in principal amount of the Company's 6% Subordinated Debentures due 2014 for each share of common stock. The authorization of the special dividend is subject to the Company obtaining requisite approvals under its credit facilities and the qualification of the indenture under which the Debentures will be issued under the Trust Indenture Act.

The Debentures will be subordinated to all other funded debt of the Company and will be callable in whole or in part at the option of the Company, subject to declining call premiums during the first five years.

The record date and payment date for the special dividend were not established by the Board of Directors but it is currently expected that the special dividend will be paid by mid November, 2004. Due to the magnitude of the dividend, the New York Stock Exchange will defer the ex-dividend date to one day following the payment date. As a result, holders of common stock who sell their shares after the record date, and through the payment date, also will be selling their right to receive the special dividend. Investors are encouraged to consult with their financial advisors regarding the specific implications of the deferral of the ex-dividend date.

The effect of the special dividend will be to substantially alter the Company's capital structure. Stockholders' equity will decrease to approximately \$320 million, long-term debt will increase to approximately \$320 million, and a substantial majority of the Company's cash will be distributed. The Company believes that its new financial structure and the results of future operations will support its working capital and capital expenditure requirements, although from time to time, additional borrowings may be

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necessary. The Company believes that this distribution will reward the Company's stockholders by unlocking shareholder value, while permitting the Company to continue pursuing its strategy of being the low cost manufacturer in its core products.

The special dividend will be in addition to the regular quarterly dividend on the common stock to be paid on September 15 to stockholders of record on September 1.

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 operations are located throughout the United States and in Canada, Mexico, and Great Britain.

Statements in this release that are not strictly historical may be "forward-looking" statements, which involve risks and uncertainties. These include economic and currency conditions, continued availability of raw materials, market demand, pricing, competitive and technological factors, and the availability of financing, among others, as set forth in the Company's filings with the Securities and Exchange Commission.

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AMENDMENT TO THE
MUELLER INDUSTRIES, INC.
1991 INCENTIVE STOCK OPTION PLAN

WHEREAS, the Board of Directors of Mueller Industries, Inc. (the "Company") has resolved to amend the Company's 1991 Incentive Stock Option Plan (the "Plan") to clarify that the anti-dilution adjustment language of Section 9 of the Plan includes the authority to make adjustments for extraordinary dividends declared on the Company's common stock, par value \$0.01 per share, whether payable in the form of cash, stock or any other form of consideration;

NOW, THEREFORE, the Plan is hereby amended as follows (this amendment is hereinafter referred to as the "Amendment"):

1. The text of Section 9 of the Plan, entitled Adjustments Upon Changes in Capitalization, is hereby replaced in its entirety by the following:

"Notwithstanding any other provisions of this Plan, in the event of (i) any change in the outstanding Common Stock of the Company by reason of a stock dividend, stock split, merger, consolidation, split-up, combination or exchange of shares, reorganization, liquidation, or the like, or (ii) any extraordinary dividend declared by the Company on the Common Stock, whether payable in the form of cash, stock or any other form of consideration (including debentures), the aggregate number and class of shares of Common Stock available under the Plan and the number and class of shares subject to each outstanding Option and the Option prices shall be appropriately adjusted by the Board, whose determination shall be conclusive."

2. Except as expressly amended by this Amendment, the remaining terms and provisions of the Plan shall remain unchanged and continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused its name to be ascribed to this Amendment by its duly authorized representative as of the 1st day of September, 2004.

MUELLER INDUSTRIES, INC.

BY: /s/ William H. Hensley

NAME: William H. Hensley

AMENDMENT TO THE
MUELLER INDUSTRIES, INC.
1994 STOCK OPTION PLAN

WHEREAS, the Board of Directors of Mueller Industries, Inc. (the "Company") has resolved to amend the Company's 1994 Stock Option Plan (the "Plan") to clarify that the anti-dilution adjustment language of Section 7(a) of the Plan includes the authority to make adjustments for extraordinary dividends declared on the Company's common stock, par value \$0.01 per share, whether payable in the form of cash, stock or any other form of consideration;

NOW, THEREFORE, the Plan is hereby amended as follows (this amendment is hereinafter referred to as the "Amendment"):

1. The first sentence of Section 7(a) of the Plan, entitled Adjustment Upon Changes in Capitalization, is hereby replaced in its entirety by the following:

"In the event that (i) the outstanding shares of Common Stock are changed by reason of reorganization, merger, consolidation, recapitalization, reclassification, stock split, combination or exchange of shares and the like, or dividends payable in shares of Common Stock, or (ii) an extraordinary dividend is declared by the Company on the Common Stock, whether payable in the form of cash, stock or any other form of consideration (including debentures), an appropriate adjustment shall be made by the Committee in the aggregate number of shares of Common Stock available under the Plan and in the number of shares of Common Stock and price per share of Common Stock subject to outstanding Options."

2. Except as expressly amended by this Amendment, the remaining terms and provisions of the Plan shall remain unchanged and continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused its name to be ascribed to this Amendment by its duly authorized representative as of the 1st day of September, 2004.

MUELLER INDUSTRIES, INC.

BY: /s/ William H. Hensley

NAME: William H. Hensley

AMENDMENT TO THE
MUELLER INDUSTRIES, INC.
1998 STOCK OPTION PLAN

WHEREAS, the Board of Directors of Mueller Industries, Inc. (the "Company") has resolved to amend the Company's 1998 Stock Option Plan (the "Plan") to clarify that the anti-dilution adjustment language of Section 7(a) of the Plan includes the authority to make adjustments for extraordinary dividends declared on the Company's common stock, par value \$0.01 per share, whether payable in the form of cash, stock or any other form of consideration;

NOW, THEREFORE, the Plan is hereby amended as follows (this amendment is hereinafter referred to as the "Amendment"):

1. The first sentence of Section 7(a) of the Plan, entitled Adjustment Upon Changes in Capitalization, is hereby replaced in its entirety by the following:

"In the event that (i) the outstanding shares of Common Stock or capital structure of the Company are changed by reason of reorganization, merger, consolidation, recapitalization, reclassification, stock split, reverse stock split, combination or exchange of shares and the like, or dividends payable in shares of Common Stock, or (ii) an extraordinary dividend is declared by the Company on the Common Stock, whether payable in the form of cash, stock or any other form of consideration (including debentures), the Committee shall make such appropriate adjustment to the aggregate number of shares of Common Stock available under the Plan, the number of shares of Common Stock subject to Options that may be granted to any person in any one year, and the number of shares of Common Stock and price per share of Common Stock subject to outstanding Options, as determined by the Committee, in its sole discretion, to be appropriate."

2. Except as expressly amended by this Amendment, the remaining terms and provisions of the Plan shall remain unchanged and continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused its name to be ascribed to this Amendment by its duly authorized representative as of the 1st day of September, 2004.

MUELLER INDUSTRIES, INC.

BY: /s/ William H. Hensley

NAME: William H. Hensley

AMENDMENT TO THE
MUELLER INDUSTRIES, INC.
2002 STOCK OPTION PLAN

WHEREAS, the Board of Directors of Mueller Industries, Inc. (the "Company") has resolved to amend the Company's 2002 Stock Option Plan (the "Plan") to clarify that the anti-dilution adjustment language of Section 7(a) of the Plan includes the authority to make adjustments for extraordinary dividends declared on the Company's common stock, par value \$0.01 per share, whether payable in the form of cash, stock or any other form of consideration;

NOW, THEREFORE, the Plan is hereby amended as follows (this amendment is hereinafter referred to as the "Amendment"):

1. The first sentence of Section 7(a) of the Plan, entitled Adjustment Upon Changes in Capitalization, is hereby replaced in its entirety by the following:

"In the event that (i) the outstanding shares of Common Stock or capital structure of the Company are changed by reason of reorganization, merger, consolidation, recapitalization, reclassification, stock split, reverse stock split, combination or exchange of shares and the like, or dividends payable in shares of Common Stock, or (ii) an extraordinary dividend is declared by the Company on the Common Stock, whether payable in the form of cash, stock or any other form of consideration (including debentures), the Committee shall make such appropriate adjustment to the aggregate number of shares of Common Stock available under the Plan, the number of shares of Common Stock subject to Options that may be granted to any person in any one year, and the number of shares of Common Stock and price per share of Common Stock subject to outstanding Options, as determined by the Committee, in its sole discretion, to be appropriate."

2. Except as expressly amended by this Amendment, the remaining terms and provisions of the Plan shall remain unchanged and continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused its name to be ascribed to this Amendment by its duly authorized representative as of the 1st day of September, 2004.

MUELLER INDUSTRIES, INC.

BY: /s/ William H. Hensley

NAME: William H. Hensley

AMENDMENT TO THE
MUELLER INDUSTRIES, INC.

1994 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN

WHEREAS, the Board of Directors of Mueller Industries, Inc. (the "Company") has resolved to amend the Company's 1994 Non-Employee Director Stock Option Plan (the "Plan") to clarify that the anti-dilution adjustment language of Section 13 of the Plan includes the authority to make adjustments for extraordinary dividends declared on the Company's common stock, par value \$0.01 per share, whether payable in the form of cash, stock or any other form of consideration;

NOW, THEREFORE, the Plan is hereby amended as follows (this amendment is hereinafter referred to as the "Amendment"):

1. The first sentence of Section 13 of the Plan, entitled Adjustments Upon Changes in Capitalization and Other Matters, is hereby replaced in its entirety by the following:

"In the event that the outstanding Common Shares are changed into or exchanged for a different number or kind of shares or other securities of the Company or of another corporation by reason of any reorganization, merger, consolidation, recapitalization or reclassification, or in the event of a stock split, combination of shares or dividends payable in cash, stock or any other form of consideration (including debentures), an appropriate automatic adjustment shall be made in the number and kind of shares and price per share as to which outstanding options or portions thereof then unexercised shall be exercisable and in the available shares set forth in Section 3 hereof, to the end that the proportionate interest of the option holder shall be maintained as before the occurrence of such event."

2. Except as expressly amended by this Amendment, the remaining terms and provisions of the Plan shall remain unchanged and continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused its name to be ascribed to this Amendment by its duly authorized representative as of the 1st day of September, 2004.

MUELLER INDUSTRIES, INC.

BY: /s/ William H. Hensley

NAME: William H. Hensley

AMENDMENT TO THE
NONQUALIFIED STOCK OPTION AGREEMENT

FOR MICHAEL O. FIFER

WHEREAS, the Board of Directors of Mueller Industries, Inc. (the "Company") has resolved to amend the Nonqualified Stock Option Agreement between Mr. Michael O. Fifer and the Company, dated June 30, 2003 (the "Agreement") to clarify that the anti-dilution adjustment language of the Company's 2002 Stock Option Plan with respect to dividends (ordinary or extraordinary, whether in cash, securities or other form of consideration) applies to the Agreement;

NOW, THEREFORE, the Agreement is hereby amended as follows (this amendment is hereinafter referred to as the "Amendment"):

1. Section 1 of the Agreement, entitled Definitions, is hereby replaced in its entirety by the following:

"Committee" shall mean members of the Company's 2002 Stock Option Plan (the "Plan") Committee."

2. The word "property" in the second sentence of Section 7 of the Agreement is hereby replaced by the words "form of consideration".

3. Except as expressly amended by this Amendment, the remaining terms and provisions of the Agreement shall remain unchanged and continue in full force and effect.

IN WITNESS WHEREOF, the Company caused its name to be ascribed to this Amendment by its duly authorized representative and Mr. Fifer has acknowledged the Amendment as of the 1st day of September, 2004.

MUELLER INDUSTRIES, INC.

BY: /s/ William H. Hensley

NAME: William H. Hensley

ACKNOWLEDGED

/s/ Michael O. Fifer

Michael O. Fifer