

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant / /  
Filed by a Party other than the Registrant /X/

Check the appropriate box:

- / / Preliminary Proxy Statement
- / / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- /X/ Definitive Proxy Statement
- / / Definitive Additional Materials
- / / Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

MUELLER INDUSTRIES, INC.

-----  
(Name of Registrant as Specified In Its Charter)

MERRILL CORPORATION

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- /X/ No fee required.
- / / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:-----
  - (2) Aggregate number of securities to which transaction applies:-----
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):-----
  - (4) Proposed maximum aggregate value of transaction:-----
  - (5) Total fee paid:-----
- / / Fee paid previously with preliminary materials.
- / / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:-----
  - (2) Form, Schedule or Registration Statement No.:-----
  - (3) Filing Party:-----
  - (4) Date Filed:-----

[LOGO]  
MUELLER INDUSTRIES, INC.  
6799 GREAT OAKS ROAD, SUITE 200  
MEMPHIS, TENNESSEE 38138  
TELEPHONE: (901) 753-3200  
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NOTICE OF ANNUAL MEETING OF  
STOCKHOLDERS TO BE HELD  
MAY 7, 1997  
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To the Stockholders of  
Mueller Industries, Inc.

The Annual Meeting of Stockholders of Mueller Industries, Inc. (the "Company"), will be held at the Fogelman Executive Center at The University of Memphis, 330 DeLoach Street, Memphis, Tennessee 38152 on Wednesday, May 7, 1997, at 10:00 A.M. local time, for the following purposes:

1. To elect five directors, each to serve until the next annual meeting of stockholders (tentatively scheduled for May 6, 1998) or until his successor is elected and qualified;
2. To consider and act upon a proposal to approve the appointment of Ernst & Young LLP, independent public accountants, as auditors of the Company for the year ending December 27, 1997; and
3. To consider and transact such other business as may properly be brought

before the Annual Meeting and any adjournment(s) thereof.

Only stockholders of record at the close of business on March 12, 1997, will be entitled to notice of and vote at the Annual Meeting or any adjournment(s) thereof. A complete list of the stockholders entitled to vote at the Annual Meeting will be prepared and maintained at the Company's corporate headquarters at 6799 Great Oaks Road, Suite 200, Memphis, Tennessee 38138. This list will be available for inspection by stockholders of record during normal business hours for a period of at least 10 days prior to the Annual Meeting.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE ANNUAL MEETING REGARDLESS OF THE SIZE OF YOUR HOLDINGS. WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING IN PERSON, WE URGE YOU TO MARK, DATE AND SIGN THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED SELF-ADDRESSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

William H. Hensley  
CORPORATE SECRETARY

March 18, 1997

PROXY STATEMENT  
MUELLER INDUSTRIES, INC.  
6799 GREAT OAKS ROAD, SUITE 200  
MEMPHIS, TENNESSEE 38138  
TELEPHONE: (901) 753-3200

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ANNUAL MEETING OF STOCKHOLDERS  
MAY 7, 1997  
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SOLICITATION OF PROXIES

The accompanying proxy is solicited by the Board of Directors of Mueller Industries, Inc., a Delaware corporation (the "Company"), for use at the annual meeting of stockholders (the "Annual Meeting") to be held at the Fogelman Executive Center at The University of Memphis, 330 DeLoach Street, Memphis, Tennessee 38152, on Wednesday, May 7, 1997, at 10:00 A.M. local time, or at any adjournment(s) thereof.

This Proxy Statement, together with the Company's Annual Report for the fiscal year ended December 28, 1996, is first being mailed on or about March 18, 1997.

When a proxy card is returned properly signed, the shares represented thereby will be voted in accordance with the stockholder's directions appearing on the card. If the proxy card is signed and returned without directions, the shares will be voted in favor of the proposals set forth thereon and for the nominees named herein. The discretion granted in the accompanying proxy card includes the authority to vote on all additional matters properly coming before the Annual Meeting as the persons named in the proxy deem appropriate. A stockholder giving a proxy may revoke it at any time before it is voted at the Annual Meeting by giving written notice to the secretary of the Meeting, or by casting a ballot at the Annual Meeting. Votes cast by proxy or in person at the Annual Meeting will be tabulated by election inspectors appointed for the Meeting. The election inspectors will also determine whether a quorum is present. The holders of a majority of the shares of common stock, \$.01 par value per share ("Common Stock"), outstanding and entitled to vote who are present either in person or represented by proxy constitute a quorum for the Annual Meeting. The election inspectors will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but as unvoted for purposes of determining the approval of any matter submitted. If a broker indicates on a proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will not be considered as present and entitled to vote with respect to that matter.

The cost of soliciting proxies will be borne by the Company. In addition to solicitation by mail, directors, officers and employees of the Company may solicit proxies by telephone or otherwise. The Company will reimburse brokers or other persons holding stock in their names or in the names of their nominees for their charges and expenses in forwarding proxies and proxy material to the beneficial owners of such stock.

VOTING SECURITIES

The Company had 17,485,988 outstanding shares of Common Stock at the close of business on March 12, 1997, which are the only securities of the Company entitled to be voted at the Annual Meeting. The record holder of each share of Common Stock is entitled to one vote on each matter that may properly be brought before the Annual Meeting. Only stockholders of record at the close of business on March 12, 1997, will be entitled to notice of, and to vote at, the Annual Meeting. The Company's Certificate of Incorporation and Bylaws do not provide for cumulative voting for the election of Directors.

PRINCIPAL STOCKHOLDERS

As of March 7, 1997, the following parties were known by the Company to be the "beneficial owner" of more than five percent of the Common Stock:

<TABLE>  
<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED	PERCENT OF CLASS
Harvey L. Karp c/o Mueller Industries, Inc. 6799 Great Oaks Road, Suite 200 Memphis, Tennessee 38138	1,812,000 (1)	9.40% (1)
FMR Corp. Edward C. Johnson 3d Abigail P. Johnson Fidelity Management & Research Company Fidelity Magellan Fund 82 Devonshire Street Boston, MA 02109	1,027,300 (2)	5.87%

- (1) Includes 1,800,000 shares of Common Stock that Mr. Karp has the right to acquire pursuant to the exercise of options.
- (2) Fidelity Management & Research Company ("Fidelity"), a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 1,027,300 shares of Common Stock as a result of acting as investment adviser to Fidelity Magellan Fund, an investment company registered under Section 8 of the Investment Company Act of 1940 ("Fidelity Magellan"). Fidelity Magellan owned 1,027,300 shares or 5.87% of the Common Stock outstanding on March 7, 1997. Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of shares owned directly by Fidelity Magellan, which power resides with the Fidelity Magellan's Board of Directors. Fidelity carries out the voting of shares under written guidelines established by Fidelity Magellan's Board of Trustees. Members of the Edward C. Johnson 3d family and trusts for their benefit are the predominant owners of Class B shares of common stock of FMR Corp., representing approximately 49% of the voting power of FMR Corp. Edward C. Johnson 3d owns 12.0% and Abigail P. Johnson owns 24.5% of the aggregate outstanding voting common stock of FMR Corp. Mr. Johnson is Chairman of FMR Corp. and Abigail P. Johnson is a Director of FMR Corp. The Johnson family group and all other Class B shareholders of FMR Corp. have entered into a shareholder's voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholder's voting agreement, members of the Johnson family may be deemed to form a controlling group with respect to FMR Corp. This information is based on a Schedule 13G, dated February 14, 1997, jointly made by FMR Corp., Edward C. Johnson 3d, Abigail P. Johnson, Fidelity and Fidelity Magellan.

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ELECTION OF DIRECTORS

The Board of Directors proposes to elect the following five persons at the Annual Meeting to serve (subject to the Company's Bylaws) as directors of the Company until the next Annual Meeting (tentatively scheduled for May 6, 1998), or until the election and qualification of their successors: Robert B. Hodes, Harvey L. Karp, Allan Mactier, William D. O'Hagan and Robert J. Pasquarelli. If any such person should be unwilling or unable to serve as a director of the Company, which is not anticipated, the persons named in the proxy will vote the proxy for substitute nominees selected by them unless the number of directors has been reduced to the number of nominees willing and able to serve.

Directors are elected by a plurality of the votes cast. "Plurality" means that the individuals who receive the largest number of votes cast "For" are elected as directors up to the maximum number of directors to be chosen at the Annual Meeting. Consequently, any shares not voted "For" a particular director (whether as result of a direction to withhold or a broker non-vote) will not be counted in such director's favor.

OWNERSHIP OF COMMON STOCK BY DIRECTORS AND  
OFFICERS AND INFORMATION ABOUT DIRECTOR NOMINEES

The following table sets forth, as of March 7, 1997, information about the shares of Common Stock (calculated based on 17,485,988 shares outstanding)

beneficially owned by each of the Company's current directors, nominees for director, executive officers and Named Officers (as defined under "Executive Compensation"). Unless otherwise indicated, all directors and nominees for director, executive officers and Named Officers have sole voting and investment power with respect to the shares of Common Stock reported. The table and the accompanying footnotes set forth their current positions with the Company, principal occupations and employment over the preceding five years, age and directorships held in certain other publicly-owned companies.

<TABLE>  
<CAPTION>

PRINCIPAL OCCUPATION, EMPLOYMENT, ETC.	COMMON STOCK BENEFICIALLY OWNED AS OF MARCH 7, 1997	PERCENT OF CLASS
<S>	<C>	<C>
Robert B. Hodes..... Director of the Company since February 10, 1995; Director of Aerointernational, Inc., W.R. Berkley Corporation, Crystal Oil Company, Global Telecommunications, Limited, Loral Corporation, Loral Space & Communications Ltd., R.V.I. Guaranty, Ltd., LCH Investments N.V. and Restructured Capital Holdings, Ltd.; age 71 (1)	15,500	*
Harvey L. Karp..... Chairman of the Board of Directors since October 8, 1991; Director since August 1991; age 69 (2)	1,812,000	9.40%
Allan Mactier..... Director of the Company since December 1990; age 74 (3)	303,800	1.74%
William D. O'Hagan..... Chief Executive Officer of the Company since January 1, 1994; Chief Operating Officer of the Company since June 22, 1992; President of the Company since December 1, 1992; Director of the Company since January 1993; age 55 (4)	256,068	1.44%
Robert J. Pasquarelli..... Director of the Company since July 1991; age 51 (5)	16,600	*

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PRINCIPAL OCCUPATION, EMPLOYMENT, ETC.	COMMON STOCK BENEFICIALLY OWNED AS OF MARCH 7, 1997	PERCENT OF CLASS
<S>	<C>	<C>
Earl W. Bunkers..... Executive Vice President and Chief Financial Officer of the Company since August 28, 1991; age 63 (6)	44,342	*
William H. Hensley..... Vice President and General Counsel of the Company since December 16, 1991; Secretary of the Company since January 30, 1992; age 46 (7)	82,065	*
Lowell Hill..... Vice President--Human Resources of the Company since December 14, 1995; age 52 (8)	200	*
Kent A. McKee..... Vice President--Business Development/Investor Relations of the Company since December 14, 1995; age 36 (9)	37,102	*
Richard G. Miller..... Vice President and Chief Information Officer of the Company since November 10, 1994; age 44 (10)	7,980	*
Lee R. Nyman..... Vice President--Manufacturing/Management Engineering of the Company since July 7, 1993; age 44 (11)	28,486	*
James H. Rourke..... Group Vice President--Industrial Products Division of the Company since December 14, 1995; age 48 (12)	44,566	*
Executive Officers, Named Officers and Directors as a Group.....	2,648,709	13.51%**

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\* Less than 1%

\*\* Includes 2,121,856 shares of Common Stock which are subject to stock options held by Directors and officers of the Company that are currently exercisable.

(1) Mr. Hodes is Counsel to the New York law firm of Willkie Farr & Gallagher. The number of shares of Common Stock beneficially owned by Mr. Hodes includes (i) 2,500 shares of Common Stock owned by trusts of which Mr. Hodes is trustee, and (ii) 2,000 shares of Common Stock which are subject to currently exercisable stock options.

(2) Mr. Karp has served (i) as Chief Executive Officer of the Company from October 31, 1991 to December 31, 1993, (ii) as acting Chief Executive Officer of the Company from October 8, 1991 to October 30, 1991, and (iii) as Co-Chairman of the Board of Directors of the Company from August 28, 1991 to October 7, 1991. For more than five years prior to October 8, 1991, Mr. Karp was self-employed in managing his private investment portfolio. The number of shares of Common Stock beneficially owned by Mr. Karp includes 1,800,000 shares of Common Stock which are subject to currently exercisable stock options.

(3) Mr. Mactier is currently self-employed in managing his private investment portfolio and has been engaged in that capacity for more than the last five years. The number of shares of Common Stock

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beneficially owned by Mr. Mactier includes (i) 3,000 shares of Common Stock which are subject to currently exercisable stock options, (ii) 10,200 shares of Common Stock owned by trusts of which Mr. Mactier is trustee, (iii) 6,000 shares of Common Stock owned by one of Mr. Mactier's children, and (iv) 111,800 shares of Common Stock owned by Mr. Mactier's spouse. Mr. Mactier disclaims beneficial ownership of the 117,800 shares of Common Stock owned by his spouse and one of his children.

(4) Mr. O'Hagan has served as Vice President and General Manager of NIBCO, Inc., a pipe valve and fittings manufacturer, for more than five years prior to June 1992. The number of shares of Common Stock beneficially owned by Mr. O'Hagan includes (i) 242,000 shares of Common Stock which are subject to currently exercisable stock options, and (ii) 10,000 shares of Common Stock owned by Mr. O'Hagan's spouse. Mr. O'Hagan disclaims beneficial ownership of the 10,000 shares of Common Stock owned by his spouse.

(5) Mr. Pasquarelli is currently self-employed as a metals industry consultant. For more than five years prior to January 17, 1996, Mr. Pasquarelli served as Director, President and Chief Executive Officer of New Jersey Steel Corporation, a New Jersey based steel maker. The number of shares of Common Stock beneficially owned by Mr. Pasquarelli includes 3,000 shares of Common Stock which are subject to currently exercisable stock options.

(6) Mr. Bunkers has served (i) as Treasurer of the Company from August 28, 1991 to November 8, 1991, (ii) without title as the chief financial representative of Mueller Brass Co. in Port Huron, Michigan, from December 28, 1990 to August 28, 1991, (iii) as Vice President--Finance and Administration and Chief Financial Officer for Mueller Brass Co. from January 1, 1990 to December 28, 1990, (iv) as Vice President--Finance of Case Corporation, an agricultural and construction equipment company owned by Tenneco, Inc., from July 1988 to June 1989, and (v) as Vice President--Finance and Chief Financial Officer of Case Corporation from August 1984 to June 1988. The number of shares of Common Stock beneficially owned by Mr. Bunkers includes 3,800 shares of Common Stock which are subject to currently exercisable stock options.

(7) Mr. Hensley has served as Vice President--Legal, General Counsel and Secretary for Learjet, Inc. (or its predecessor corporate entities), an aircraft manufacturing firm, from February, 1988 to December 13, 1991. The number of shares of Common Stock beneficially owned by Mr. Hensley includes (i) 8,200 shares of Common Stock which are subject to currently exercisable stock options, and (ii) 3,200 shares of Common Stock owned by Mr. Hensley's children.

(8) Mr. Hill has served as a non-corporate level Vice President--Human Resources of the Company from September 20, 1995 to December 14, 1995. Prior to December 1994, he served as (i) Vice President-- Human Resources, Integrated Component Systems, Inc., a start-up company formed to purchase manufacturing operations in the automotive industry, from September 1993 to December 1994, (ii) Vice President, Employee Relations, Harvard Industries, Inc., a manufacturer of component parts for the automotive and aerospace industries, from October 1992 to September 1993, and (iii) as Corporate Director, Employee Relations, Harvard Industries, Inc., from June 1987 to September 1992. The number of shares of Common Stock beneficially owned by Mr. Hill includes 200 shares of Common Stock which are subject to currently exercisable stock options.

(9) Mr. McKee has served (i) as Treasurer of the Company from November 8, 1991

to December 14, 1995 and from February 13, 1991 to August 28, 1991, (ii) as Assistant Secretary of the Company from

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August 28, 1991 to December 14, 1995, and (iii) as Secretary of the Company from December 28, 1990 to May 13, 1991. The number of shares of Common Stock beneficially owned by Mr. McKee includes 4,400 shares of Common Stock which are subject to currently exercisable stock options.

- (10) Mr. Miller has served as chief information officer of the Company from October 31, 1994 to November 10, 1994. Prior to April 1994, he served as (i) Corporate Staff Vice President, Sonoco Products Company, a paper and packaging company, from January 1992 to April 1994, and (ii) Staff Vice President--Corporate Controller at Sonoco Products Company from May 1990 to January 1992.
- (11) Mr. Nyman has served as Senior Associate of Booz Allen & Hamilton, a management consulting organization, from August 1992 to July 5, 1993. Prior thereto, he served for more than four years as a partner at Ingersoll Engineers, Inc., a management consulting firm. The number of shares of Common Stock beneficially owned by Mr. Nyman includes 25,800 shares of Common Stock which are subject to currently exercisable stock options.
- (12) Mr. Rourke has served (i) as Vice President and General Manager--Industrial Division of the Company from November 4, 1993 to December 14, 1995, and (ii) as Vice President and General Manager, Industrial Products for Mueller Brass Co. in Port Huron, Michigan, from May 1989 to November 1993. The number of shares of Common Stock beneficially owned by Mr. Rourke includes 29,456 shares of Common Stock which are subject to currently exercisable stock options.

During 1996, the Board of Directors held five meetings and took action twice by unanimous written consent. The Board of Directors established a standing Audit Committee and a Compensation Committee on February 13, 1991. On May 13, 1991, the Board of Directors created two committees (the "Plan Committees") to be responsible for administering the Company's 1991 Employee Stock Purchase Plan and the 1991 Incentive Stock Option Plan. On November 16, 1993, the Board of Directors established a standing Nominating Committee. On May 12, 1994, the Board of Directors created two committees (the "Option Plan Committees") to be responsible for administering the Company's 1994 Stock Option Plan and the Company's 1994 Non-Employee Director Stock Option Plan. During 1996, each of the directors attended 75% or more of the meetings of the Board and the meetings of the committees on which they served, except for Mr. Mactier who missed two Board meetings.

The Audit Committee is composed of three directors who are not officers or employees of the Company: Robert Hodes, Allan Mactier and Robert Pasquarelli. During 1996, the Audit Committee held one meeting. The Audit Committee (i) makes recommendations to the Board of Directors regarding the appointment of the Company's independent accountants, (ii) reviews and approves any major change in the Company's accounting policy, (iii) reviews the scope and results of the independent audit, (iv) reviews and approves the scope of the non-audit services performed by the Company's independent accountants and considers the possible effect on the independence of the accountants, (v) reviews the effectiveness of the Company's internal audit procedures and personnel, (vi) reviews the Company's policies and procedures for compliance with disclosure requirements concerning conflicts of interest and the prevention of unethical, questionable or illegal payments, and (vii) makes such reports and recommendations to the Board of Directors as it may deem appropriate.

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The Compensation Committee is composed of two directors who are not officers or employees of the Company: Allan Mactier and Robert Pasquarelli. These same directors also serve as members of the Plan Committees and Option Plan Committees. The Compensation Committee (i) reviews management compensation standards and practices and (ii) makes such recommendations to the Board of Directors as it deems appropriate. During 1996, the Compensation Committee, the Plan Committees and the Option Committee held one formal meeting.

The Nominating Committee is composed of two directors who are not officers or employees of the Company: Robert Hodes and Allan Mactier. The Nominating Committee makes recommendations to the Board of Directors regarding director candidates and criteria for Board membership. During 1996, the Nominating Committee held one meeting. The Nominating Committee does not consider individuals nominated by stockholders for election to the Board. However, under the Company's By-laws, nominations for the election of directors may be made by a qualifying stockholder, but only if written notice of such stockholder's intent to make such nomination has been received by the Secretary of the Company at the principal place of business (6799 Great Oaks, Suite 200, Memphis, Tennessee 38138) not later than (i) with respect to an election to be held at an annual meeting of stockholders, 90 days prior to the anniversary date of the immediately preceding annual meeting (unless the annual meeting date is advanced by more than thirty days or delayed by more than sixty days, in which case different deadlines apply), and (ii) with respect to an election to be held at a special meeting of stockholders for the election of directors, not earlier than



Harvey L. Karp Chairman of the Board	1996	\$ 606,373	\$ 545,736		
	1995	\$ 577,500	\$ 462,000		
	1994	\$ 550,152	\$ 412,614		
William D. O'Hagan(4) \$ 3,503 President and Chief Executive Officer	1996	\$ 413,430	\$ 351,415	\$ 120,092	
	1995	\$ 393,750	\$ 295,313		111,016
	1994	\$ 375,152	\$ 262,606		2,250
Earl W. Bunkers(5) \$ 3,221 Executive Vice President and Chief Financial Officer	1996	\$ 180,435	\$ 135,326	\$ 55,792	3,000
	1995	\$ 172,000	\$ 103,200		4,000
	1994	\$ 167,652	\$ 100,591		16,002
William H. Hensley \$ 3,119 Vice President, General Counsel and Secretary	1996	\$ 169,944	\$ 127,458		4,000
	1995	\$ 162,000	\$ 97,200		4,972
	1994	\$ 155,152	\$ 93,091		15,380
Lee R. Nyman \$ 3,162 Vice President-- Manufacturing /Management Engineering	1996	\$ 161,135	\$ 120,851		6,000
	1995	\$ 153,606	\$ 82,947		5,900
	1994	\$ 140,135	\$ 84,172		9,786

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- (1) Includes all amounts earned for the respective years, even if deferred under the Company's Executive Deferred Compensation Plan.
- (2) Perquisites and other personal benefits received by each Named Officer in 1996, other than Messrs. O'Hagan and Bunkers, aggregated below the required disclosure threshold.
- (3) Consists of the following amounts for 1996: (a) \$3,000 contributed on behalf of Messrs. O'Hagan, Bunkers, Hensley and Nyman, respectively, as matching contributions under the Company's Executive Deferred Compensation Plan; and (b) \$503, \$221, \$119 and \$162 for Messrs. O'Hagan, Bunkers, Hensley and Nyman, respectively, representing the portion of interest credits on deferred compensation accounts under the Company's Executive Deferred Compensation Plan that are deemed by SEC rules to be at above-market rates.
- (4) During 1996, in connection with the move of the Company's headquarters to Memphis, Tennessee, Mr. O'Hagan was reimbursed \$65,793 for moving and other relocation expenses. The Company paid Mr. O'Hagan an additional \$45,815 to reimburse him for additional taxes that related to these reimbursed moving and relocation expenses.
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- (5) During 1996, Mr. Bunkers was reimbursed \$32,614 for moving and other relocation expenses. The Company paid Mr. Bunkers an additional \$22,712 to reimburse him for additional taxes that related to these reimbursed moving and relocation expenses.

#### OPTION GRANTS

Shown below is further information on options granted during the fiscal year ended December 28, 1996, to the Named Officers.

#### OPTION GRANTS IN LAST FISCAL YEAR

<TABLE>  
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NAME	INDIVIDUAL GRANTS				POTENTIAL REALIZABLE VALUE AT ASSUMED		
	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (#)	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR		EXERCISE OR BASE PRICE (\$/SH)	EXPIRATION DATE	ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM	
						5% (\$)	10% (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Harvey L. Karp.....	--	--	--	--	--	--	--
William D. O'Hagan.....	--	--	--	--	--	--	--
Earl W. Bunkers.....	3,000	4.2 %	37.25 (1)	12/17/06	70,280	178,096	
William H. Hensley.....	4,000	5.6 %	37.25 (2)	12/17/06	93,706	237,461	
Lee R. Nyman.....	6,000	8.4 %	37.25 (3)	12/17/06	140,559	356,192	

</TABLE>



- (1) These options were granted under the Company's 1994 Stock Option Plan at 100% of the fair market value of the Common Stock at time of grant, which in accordance with the terms of the 1994 Stock Option Plan, is the mean between the highest and lowest sale price of the Common Stock on the last preceding trading date. For purposes of determining the potential realizable value of these options, the mean between the highest and lowest sale price of the Common Stock on the trading date immediately preceding the date of grant was used as the date of grant market price. These options vest over a five year term, with 120 shares vesting on December 17, 1997, 480 shares on January 3, 1998, 295 shares on December 17, 1998, 305 shares on January 3, 1999, and 600 shares on each of December 17, 1999, 2000 and 2001.
- (2) These options were granted under the Company's 1994 Stock Option Plan at 100% of the fair market value of the Common Stock at the time of grant. These options vest over a five year term, with 775 shares vesting on December 17, 1997, 25 shares on January 3, 1998, 750 shares on December 17, 1998, 50 shares on January 3, 1999, and 800 shares on each of December 17, 1999, 2000 and 2001.
- (3) These options were granted under the Company's 1994 Stock Option Plan at 100% of the fair market value of the Common Stock at the time of grant. These options vest over a five year term, with 1,200 shares vesting on each of December 17, 1997 and 1998, 450 shares on December 17, 1999, 750 shares on January 3, 2000, 1,165 shares on December 17, 2000, 35 shares on January 3, 2001, and 1,200 shares on December 17, 2001.

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 AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND  
 OPTION VALUES AT DECEMBER 28, 1996

<TABLE>  
 <CAPTION>

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT DEC. 28, 1996	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT DEC. 28, 1996 (\$) (*)
			EXERCISABLE/ UNEXERCISABLE	EXERCISABLE/ UNEXERCISABLE
<S>	<C>	<C>	<C>	<C>
Harvey L. Karp.....			1,800,000/0	57,600,000/0
William D. O'Hagan.....	1,016	21,204	222,000/188,000	5,698,364/3,322,312
Earl W. Bunkers.....	10,400	223,424	2,400/21,200	40,649/397,071
William H. Hensley.....	972	20,286	6,800/16,200	126,298/204,696
Lee R. Nyman.....	1,900	44,720	24,400/31,600	507,264/485,496

\* Represents the difference between the closing price of the Common Stock on the last trading day prior to December 28, 1996 and the exercise price of the options.

The Company did not award stock appreciation rights to any executive officer during 1996, nor was any award made under any long-term incentive plan. The Company does not have a defined benefit or actuarial plan covering the Chief Executive Officer or any of the Named Officers.

EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT ARRANGEMENTS

Effective as of October 1, 1991, the Company entered into an employment agreement (the "Karp Employment Agreement") with Harvey L. Karp. The Karp Employment Agreement is subject to automatic extension for one year periods as of December 31 for each year, unless either party gives written notice of its intention not to extend the term of the Karp Employment Agreement. The Karp Employment Agreement provides for him to serve as Chairman of the Board of Directors of the Company. Effective January 1, 1994, the Karp Employment Agreement was amended to, among other things, (i) increase Mr. Karp's annual base salary to \$550,000, and (ii) make Mr. Karp's discretionary cash incentive bonus for years subsequent to 1993 consistent with the executive bonus program which the Company establishes for other key employees. The Company also agreed in the amendment to pay Mr. Karp six months severance pay if the Company elects not to extend his employment under the Karp Employment Agreement.

The Karp Employment Agreement also provides for an option (the "Inducement Option") to acquire 1,000,000 shares of Common Stock at \$4.125 per share. The Inducement Option is exercisable until one year after termination of Mr. Karp's employment with the Company under the Karp Employment Agreement, unless Mr. Karp's employment is terminated for Cause (as defined in the Karp Employment Agreement), in which case the Inducement Option shall only remain exercisable

for a period of 30 days following Mr. Karp's receipt of written notice from the Company specifying the basis for Cause. Effective January 1, 1994, Mr. Karp's existing option agreements for 1,800,000 shares of Common Stock were amended to provide that Mr. Karp may exercise his options from time to time by paying the exercise price in cash or, at Mr. Karp's option, executing a promissory note (the "Karp Note") in favor of the Company, containing the following terms: (i) the Karp Note would be secured by stock, which could not otherwise be sold, assigned, pledged, encumbered, transferred or otherwise hypothecated by Mr. Karp so long as the Karp Note was outstanding, provided that Mr. Karp would be free to sell any or all such shares so long as he paid down the Karp Note in

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an amount equal to the option price times the number of shares sold; (ii) the Karp Note would be due in three years from the date of exercise of the option; (iii) interest would be payable quarterly; (iv) the interest rate would be fixed at the higher of (x) the three year treasury rate in effect when the options were exercised, and (y) the rate at which the Company is then able to borrow funds having a three year term; and (v) the Karp Note would be prepayable, at any time, in whole or in part without penalty. The Company also agreed that, at its cost, it would file a Registration Statement on Form S-8 (or its equivalent) relating to Mr. Karp's existing options.

Effective as of January 1, 1994, the Company entered into an employment agreement (the "O'Hagan Employment Agreement") with William D. O'Hagan. The O'Hagan Employment Agreement provides for him to serve as President and Chief Executive Officer of the Company at an annual base salary for the first year of \$375,000, with increases in the base salary in future years to be determined in good faith by the Company. The O'Hagan Employment Agreement also provides for, among other things, (i) discretionary cash incentive bonuses in years subsequent to 1993 consistent with the executive bonus program which the Company establishes for other key executives, and (ii) an option to acquire 100,000 shares of Common Stock pursuant to the Company's 1991 Incentive Stock Option Plan. These options vest ratably over a five year term, with the first 20% vesting on January 1, 1995. Mr. O'Hagan's options may be exercised by cash or, at Mr. O'Hagan's option, by executing a promissory note. The terms of the note are identical to the Karp Note, which are detailed in the preceding paragraph. The Company also agreed that, at its cost, it would file a Registration Statement on Form S-8 (or its equivalent) relating to options to acquire 200,000 shares of Common Stock granted to Mr. O'Hagan upon his commencement of employment with the Company. During the employment term, Mr. O'Hagan can only be terminated for Cause (as defined in the O'Hagan Employment Agreement).

Effective as of August 10, 1995, the Company amended the O'Hagan Employment Agreement, to provide for annual upward adjustments, commencing in 1996, of Mr. O'Hagan's base salary in relation to increases granted to other key executives, an extension of the term of the O'Hagan Employment Agreement until December 31, 1999, and to provide that the Company could not terminate Mr. O'Hagan's employment upon less than thirty days prior written notice. The O'Hagan Employment Agreement was also amended to add provisions concerning a "Change in Control", which is defined to mean (i) a change in control which would be required to be reported to the Securities and Exchange Commission or any securities exchange on which the Common Stock is listed, (ii) any non-exempted person or party becoming the beneficial owner of securities representing 20% or more of the voting power of the Company, or (iii) when the individuals who, on August 10, 1995, constituted the Board of Directors of the Company cease to constitute at least a majority of the Board, provided that new directors are deemed to have been directors on that date if elected by or on recommendation of at least sixty percent of the directors who were directors on August 10, 1995. If concurrent with, or at any time within six months after a "Change in Control", either the Company terminates Mr. O'Hagan's employment or Mr. O'Hagan voluntarily terminates his employment, then Mr. O'Hagan would be entitled to a lump sum severance payment in the following amount: (i) Mr. O'Hagan's full base salary through the date of termination; (ii) an amount equal to the product of (x) Mr. O'Hagan's then annual base salary rate, multiplied by (y) the number of years (including partial years) then remaining in the term; and (iii) an amount equal to the product of (x) Mr. O'Hagan's bonus for the immediately preceding year, multiplied by (y) the number of years (treating any remaining partial year as a full year) then remaining in the term. In addition, Mr. O'Hagan would continue (at the Company's expense) to participate, for the number of years (including partial years) then remaining in the term, in all the Company's employee benefit plans, to the same extent and upon the same terms and conditions as Mr. O'Hagan participated immediately prior to the termination, provided that Mr. O'Hagan's participation

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is permissible or otherwise practicable under the general terms and provisions of such benefit plans. Finally, in such event, on the later of (x) the day Mr. O'Hagan notifies the Company he is terminating as a result of a "Change in Control", and (y) ten (10) days prior to the date Mr. O'Hagan's employment is terminated, all remaining unvested options previously granted to Mr. O'Hagan would become immediately exercisable on that date. In addition to the amendments discussed above, the O'Hagan Employment Agreement was amended to reference additional options granted pursuant to the 1991 Incentive Stock Option Plan and 1994 Stock Option Plan.

The Company does not have any other employment agreements with Named Officers. Except as set forth above, the Company has no compensatory plan or arrangement with respect to any Named Officer which would result in severance or change-in-control payments in excess of \$100,000.

REPORT OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS

Base compensation payable to Mr. Karp, the Company's Chairman, and to Mr. O'Hagan, its Chief Executive Officer, is principally governed by the terms of their employment agreements. These agreements provide for minimum base compensation of \$550,000 for Mr. Karp and \$375,000 for Mr. O'Hagan effective as of January 1, 1994, subject to annual upward adjustments. Effective as of the beginning of 1996, the Compensation Committee increased the base compensation payable to each of Messrs. Karp and O'Hagan by five percent, which was in line with base compensation increases granted to other key executives at the beginning of 1996.

The employment agreements for Messrs. Karp and O'Hagan also provide for payment of an annual discretionary bonus. For 1996, Messrs. Karp and O'Hagan were awarded discretionary bonuses in the amount of 90% and 85%, respectively, of their gross wages (excluding bonuses for 1995 which were paid in 1996, and certain other miscellaneous items). The bonuses paid to Messrs. Karp and O'Hagan were set by the Compensation Committee, based on its favorable assessment of their contributions to the Company's growth and profitability in 1996.

The Compensation Committee increased base compensation payable to other officers at the beginning of 1996 by an average of approximately five percent, based in part on recommendations from Messrs. Karp and O'Hagan, as well as the Company's positive operating results. Bonuses paid to officers other than Messrs. Karp and O'Hagan for 1996 did not exceed 75% of gross wages (excluding bonuses for 1995 which were paid in 1996, and certain other miscellaneous items). These bonuses were paid pursuant to the Company's 1996 bonus program, which provided for bonuses to be paid based on the Company's attainment of income targets for fiscal 1996. In the case of officers employed by the Company's operating divisions, bonuses were based on targeted income for fiscal 1996 at both the divisional and Company level.

The Compensation Committee periodically grants stock options to executive officers and other key employees as part of the Company's overall executive compensation program. The Compensation Committee granted options to acquire an aggregate of 28,500 shares of Common Stock to executive officers, based in part on recommendations from Messrs. Karp and O'Hagan. When granting options to executive officers, the Compensation Committee considers the total number of shares available under the Company's option plans, the number of options previously granted to such officers, Company and individual performance, and each officer's level of responsibility within the Company. No specific corporate or individual performance factors

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are used, however. The Compensation Committee believes that stock options are an integral part of the Company's executive compensation program, which motivates executives to practice long-term strategic management, and aligns their financial interests with those of the Company's stockholders.

Section 162(m) of the Internal Revenue Code limits the deductibility of compensation paid to each of the Chief Executive Officer and the four other highest paid executive officers to \$1 million per year, subject to certain exceptions. The Compensation Committee is comprised of "outside" directors and the Company's 1994 Stock Option Plan has been structured so that compensation attributable to options will qualify as "performance based" compensation, which is excluded from the determination of the annual maximum deductible amount. If, because of competitive factors, individual performance or changes in tax provisions, the Compensation Committee determines that it is appropriate to pay one or more executive officers compensation in excess of the annual maximum deductible amount, the Compensation Committee would expect to authorize such compensation. During 1996, Mr. Karp's annual cash compensation exceeded the maximum deductible amount.

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ROBERT J. PASQUARELLI

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CORPORATE PERFORMANCE GRAPH

The following table compares total stockholder return since December 28, 1991 to the Dow Jones Equity Market Index ("Equity Market Index") and the Dow Jones Building Material Index ("Building Material Index"). Total return values for the Equity Market Index, the Building Material Index and the Company were calculated based on cumulative total return values assuming reinvestment of dividends. The Common Stock is traded on the New York Stock Exchange under the symbol MLI.

EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC

<TABLE>  
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COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN

<S>	<C>	<C>
Among Mueller Industries, Inc., Dow Jones Equity Market Index and Dow Jones Building Material Index Fiscal Year Ending Last Saturday in December		
	Mueller Industries, Inc.	Dow Jones Equity Market
Index		
12/28/91	\$100	
\$100		
12/26/92	268	
112		
12/25/93	409	
122		
12/31/94	362	
123		
12/30/95	709	
171		
12/28/96	876	
215		

<CAPTION>

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN

<S>	<C>
Among Mueller Industries, Inc., Dow Jones Equity Market Index and Dow Jones Building Material Index Fiscal Year Ending Last Saturday in December	
	Dow Jones Building Material Index
12/28/91	\$100
12/26/92	129
12/25/93	157
12/31/94	127
12/30/95	174
12/28/96	206

</TABLE>

<TABLE>  
<CAPTION>

		12/28/91	12/26/92	12/25/93	12/31/94
12/30/95	12/28/96	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
<C>					
Mueller Industries, Inc.....		100	268	409	362
709	876				
Dow Jones Equity Market Index.....		100	112	122	123
171	215				
Dow Jones Building Material Index.....		100	129	157	127
174	206				

</TABLE>

CERTAIN RELATIONSHIPS AND TRANSACTIONS WITH MANAGEMENT

In connection with the relocation of Mr. O'Hagan, the Company's Chief Executive Officer and Board member, from Wichita, Kansas to Memphis, Tennessee, in August, 1995, the Company advanced Mr. O'Hagan \$200,000, at no interest, towards the purchase of a new house in the Memphis, Tennessee area. The advance was for a one year period, subject to mandatory earlier payment in full within fifteen days of the sale of Mr. O'Hagan's Wichita residence. Mr. O'Hagan's loan was repaid in April, 1996. Three other executive officers had similar advances outstanding during 1996. Mr. Earl W. Bunkers, the Company's

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Executive Vice President and Chief Financial Officer, was advanced \$70,000 in connection with his relocation to Memphis, Tennessee, Mr. Kent A. McKee, the Company's Vice President--Business Development/ Investor Relations, was advanced \$95,000 in connection with his relocation to Memphis, Tennessee, and Mr. Lowell Hill, the Company's Vice President--Human Resources, was advanced \$116,000 in connection with his relocation to the Memphis, Tennessee area. As of March 7, 1997, the advances to Messrs. McKee and Hill remained outstanding.

APPOINTMENT OF AUDITORS

Ernst & Young LLP ("E & Y") has, upon the recommendation of the Company's Audit Committee, been selected and appointed by the Board of Directors to audit and certify the Company's financial statements for the year ending December 27, 1997, subject to ratification by the Company's stockholders. If the appointment of E & Y is not ratified by the stockholders at the Annual Meeting, the Board of Directors will reconsider its action and will appoint auditors for the 1997 fiscal year without further stockholder action. Further, even if the appointment is ratified by stockholder action, the Board of Directors may at any time in the future in its discretion reconsider the appointment without submitting the



PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

(CONTINUED ON REVERSE SIDE)

MUELLER INDUSTRIES, INC.  
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS - MAY 7, 1997

The undersigned hereby appoints Earl W. Bunkers and William H. Hensley, and each of them, Proxies, with full power of substitution in each, to represent and to vote, as designated, all shares of Common Stock of Mueller Industries, Inc., that the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held on May 7, 1997, and at all adjournments thereof, upon and in respect of the matters set forth on the reverse side hereof, and in their discretion upon any other matter that may properly come before said meeting.

Dated: \_\_\_\_\_, 1997

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Signature

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Signature if held jointly

Please sign exactly as your name appears to the left. When shares are held jointly, each shareholder named should sign. When signing as attorney, executor, administrator, trustee or guardian, you should so indicate when signing. If a corporation, please sign in full corporate name by duly authorized officer. If a partnership, please sign in partnership name by authorized person.