

MUELLER INDUSTRIES INC  
Form DEF 14A  
March 24, 2010

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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

Check the appropriate box:

Preliminary Proxy Statement

Soliciting Material Under Rule  
14a-12

Confidential, For Use of the  
Commission Only (as permitted  
by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Mueller Industries, Inc.

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

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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:

---

MUELLER INDUSTRIES, INC.  
8285 Tournament Drive, Suite 150  
Memphis, Tennessee 38125  
Telephone (901) 753-3200

---

Notice of Annual Meeting of  
Stockholders to be Held  
May 6, 2010

---

To the Stockholders of  
Mueller Industries, Inc.

The Annual Meeting of Stockholders of Mueller Industries, Inc. (the "Company" or "Mueller"), will be held at the Company's headquarters at 8285 Tournament Drive, Suite 150, Memphis, Tennessee 38125 on Thursday, May 6, 2010, at 10:00 A.M. local time, for the following purposes:

1. To elect seven directors, each to serve until the next annual meeting of stockholders (tentatively scheduled for May 5, 2011) 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 registered public accountants, as auditors of the Company for the fiscal year ending December 25, 2010; 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 9, 2010, will be entitled to notice of and vote at the Annual Meeting or any adjournment(s) thereof. A complete list of stockholders entitled to vote at the Annual Meeting will be prepared and maintained at the Company's corporate headquarters at 8285 Tournament Drive, Suite 150, Memphis, Tennessee 38125. 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.

Gary C. Wilkerson  
Corporate Secretary

March 24, 2010

---

## TABLE OF CONTENTS

SOLICITATION OF PROXIES	1
VOTING SECURITIES	2
PRINCIPAL STOCKHOLDERS	3
ELECTION OF DIRECTORS	4
OWNERSHIP OF COMMON STOCK BY DIRECTORS AND EXECUTIVE OFFICERS AND INFORMATION ABOUT DIRECTOR NOMINEES	5
Meetings and Committees of the Board of Directors	10
CORPORATE GOVERNANCE	12
Director Independence	12
Independent Directors	14
Audit Committee	14
Compensation Committee	15
Nominating and Corporate Governance Committee	15
Compensation Committee Interlocks and Insider Participation	17
Corporate Governance Guidelines	18
Code of Business Conduct and Ethics	18
Policies and Procedures for Approval of Related Party Transactions	19
Directors' Attendance at Annual Meetings of Stockholders	19
Communication With the Board of Directors	19
COMPENSATION DISCUSSION AND ANALYSIS	20
SUMMARY COMPENSATION TABLE FOR 2009	29
2009 GRANTS OF PLAN BASED AWARDS TABLE	30
OUTSTANDING EQUITY AWARDS AT FISCAL 2009 YEAR-END	31
2009 OPTION EXERCISES	32
POTENTIAL PAYMENTS UNDER EMPLOYMENT AND CONSULTING AGREEMENTS AS OF THE END OF 2009	37
2009 DIRECTOR COMPENSATION	37
REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS	38
REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION	39
EQUITY COMPENSATION PLAN INFORMATION	40
APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	40
STOCKHOLDER NOMINATIONS FOR BOARD MEMBERSHIP AND OTHER PROPOSALS FOR 2011 ANNUAL MEETING	42
OTHER MATTERS TO COME BEFORE THE ANNUAL MEETING	42
SECTION 16(a) BENEFICIAL OWNERSHIP COMPLIANCE REPORTING	43
OTHER INFORMATION	43
NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS	43
HOUSEHOLDING OF ANNUAL MEETING MATERIALS	44

MUELLER INDUSTRIES, INC.  
8285 Tournament Drive, Suite 150  
Memphis, Tennessee 38125  
Telephone (901) 753-3200

---

## PROXY STATEMENT

Annual Meeting of Stockholders  
May 6, 2010

---

## 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 Company's headquarters at 8285 Tournament Drive, Suite 150, Memphis, Tennessee 38125, on Thursday, May 6, 2010, 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 26, 2009, is first being mailed to stockholders on or about March 24, 2010. Pursuant to rules recently adopted by the Securities and Exchange Commission, the Company is providing access to its proxy materials over the Internet at <http://www.proxyvote.com>.

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 for the nominees named herein and in accordance with the recommendations of the Company's Board of Directors as set forth 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 Annual 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 Annual 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

- 1 -

---

who are present either in person or represented by proxy will 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 and 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 (i.e., a “broker non-vote”), those shares will not be considered as present and entitled to vote with respect to that matter, but will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum. A broker is entitled to vote shares held for a beneficial owner on routine matters, such as the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm, without instructions from the beneficial owner of those shares; on the other hand, a broker may not be entitled to vote shares held for a beneficial owner on certain non-routine items, such as the election of directors, absent instructions from the beneficial owners of such shares.

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 37,649,584 shares of Common Stock outstanding at the close of business on March 9, 2010, 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 9, 2010 will be entitled to notice of, and to vote at, the Annual Meeting. The Company’s Restated Certificate of Incorporation and Amended and Restated Bylaws (“Bylaws”) do not provide for cumulative voting for the election of directors.

## PRINCIPAL STOCKHOLDERS

As of March 9, 2010, the following parties were known by the Company to be the “beneficial owner” of more than five percent of the Common Stock:

Name and Address of Beneficial Owner	Shares Beneficially	
	Owned	Percent of Class
Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906	2,363,050(1)	6.28%(2)
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	2,998,543(3)	7.96%(2)
Wells Fargo & Company 420 Montgomery Street San Francisco, CA 94163	2,116,022(4)	5.62%(2)
AXA Financial, Inc. 1290 Avenue of the Americas New York, New York 10104	1,972,139(5)	5.24%(2)

(1) This information is based on a Schedule 13G/A filed by Franklin Resources, Inc. (“FRI”) with the Securities and Exchange Commission on January 27, 2010. In the Schedule 13G/A, FRI reported that, with respect to the Company’s Common Stock, the shares shown in the table above were beneficially owned by one or more open or closed-end investment companies or other managed accounts that are investment management clients of investment managers that are direct and indirect subsidiaries of FRI. The Schedule 13G/A reported that the investment management subsidiaries of FRI have investment and/or voting power over the securities owned by their investment management clients. Accordingly, such subsidiaries may be deemed to be the beneficial owner of the shares shown in the table. The Schedule 13G/A reported that Charles B. Johnson and Rupert H. Johnson, Jr. (the “FRI Principal Stockholders”) (each of whom has the same business address as FRI) each own in excess of 10% of the outstanding common stock of FRI and are the principal stockholders of FRI and may be deemed to be the beneficial owners of securities held by persons and entities for whom or for which the investment management subsidiaries of FRI provide investment management services. The Schedule 13G/A reported that one of the investment management subsidiaries, Franklin Advisory Services, LLC (whose address is One Parker Plaza, 9th Floor, Fort Lee, New Jersey 07024), has sole voting and dispositive power with respect to 2,288,750 and 2,353,050, respectively, of the shares shown. FRI, the FRI Principal Stockholders and the investment management subsidiaries of FRI disclaim any pecuniary interest or beneficial ownership in the shares shown in the table above and indicate that they are of the view that they are not acting as a “group” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

(2) The percent of class shown was based on the shares of Common Stock reported on the Schedule 13G or 13G/A and the total number of shares outstanding as of December 26, 2009. The difference in the total number of shares outstanding on December 26, 2009 and March 9, 2010 does not materially affect the percentage of ownership of the class.

- (3) This information is based on a Schedule 13G filed by BlackRock, Inc. with the Securities and Exchange Commission on January 29, 2010. Upon completion of its acquisition of Barclays Global Investors, NA, Barclays Global Investors, NA and substantially all of its affiliates are now subsidiaries of BlackRock, Inc.
- (4) This information is based on a Schedule 13G/A filed by Wells Fargo & Company with the Securities and Exchange Commission on January 25, 2010. Wells Fargo & Company filed this Schedule 13G/A on its own behalf and on behalf of its subsidiary, Evergreen Investment Management Company, LLC.
- (5) This information is based on a Schedule 13G filed by AXA Financial, Inc., AXA, AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle with the Securities and Exchange Commission on February 12, 2010. Each of these entities may be deemed to beneficially own shares over which certain indirect and direct subsidiaries exercise voting and dispositive power in their capacity as investment advisors. The majority of the shares reported in the Schedule 13G are held by unaffiliated third-party client accounts that are managed by AllianceBernstein L.P., a majority owned subsidiary of AXA Financial, Inc.

## ELECTION OF DIRECTORS

The size of the Company's Board of Directors is currently seven directors. The Board of Directors proposes to elect the following seven persons, each as nominated by the Board of Directors, 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 5, 2011), or until the election and qualification of their successors: Alexander P. Federbush, Paul J. Flaherty, Gennaro J. Fulvio, Gary S. Gladstein, Scott J. Goldman, Terry Hermanson, and Harvey L. Karp (collectively, the "Nominees"). 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 greatest 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 a result of a direction to withhold or a broker non-vote) will not be counted in such director's favor.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE THEIR SHARES FOR EACH OF THE NOMINEES.**



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

The following table sets forth, as of March 9, 2010, information about the 1,184,000 shares of Common Stock (calculated based on 37,649,584 shares outstanding) beneficially owned by each of the Company's current directors, nominees for director, executive officers and named executive officers. The "named executive officers" are those individuals set forth in the "Summary Compensation Table for 2009" included herein. Unless otherwise indicated, all directors, nominees for director, executive officers and named executive officers have sole voting and investment power with respect to the shares of Common Stock reported. The table and the accompanying footnotes set forth the foregoing persons' current positions with the Company, principal occupations and employment over the preceding five years, age and directorships held in certain other publicly-owned companies, as well as, with respect to directors, the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board of Directors to determine that the person should serve as a director of the Company in 2010.

Principal Occupation, Employment, etc.	Common Stock Beneficially Owned as of March 9, 2010	Percent of Class
Alexander P. Federbush Director of the Company since February 17, 2005; age 67 (1)	13,000	*
Paul J. Flaherty Director of the Company since August 2, 2007; age 70 (2)	6,000	*
Gennaro J. Fulvio Director of the Company since May 9, 2002; age 53 (3)	19,000	*
Gary S. Gladstein Director of the Company since July 1, 2000; Director of Jos. A. Bank Clothiers, Inc. and IRSA Inversiones Y Representaciones S.A.; age 65 (4)	34,736	*
Scott J. Goldman Director of the Company since January 1, 2008; age 57 (5)	4,000	*
Terry Hermanson Director of the Company since February 13, 2003; age 67 (6)	11,000	*

Edgar Filing: MUELLER INDUSTRIES INC - Form DEF 14A

Principal Occupation, Employment, etc.	Common Stock Beneficially Owned as of March 9, 2010	Percent of Class
Harvey L. Karp Chairman of the Board of Directors since October 8, 1991; Director since August 1991; age 82 (7)	241,886	*
Gregory L. Christopher Chief Executive Officer of the Company since October 30, 2008; age 48 (8)	258,427	*
Richard W. Corman Vice President-Controller of the Company since October 28, 2004; age 53 (9)	47,907	*
John B. Hansen President, Manufacturing Operations - Standard Products Division of the Company since May 18, 2009, age 63 (10)	30,358	*
Roy C. Harris Vice President and Chief Information Officer of the Company since December 19, 2006; age 67 (11)	50,160	*
Jeffrey A. Martin Vice President - Finance & Corporate Development since August 1, 2008; age 43 (12)	19,714	*
Kent A. McKee Executive Vice President of the Company since October 13, 2005; Chief Financial Officer of the Company since April 1, 1999; age 49 (13)	270,414	*
James H. Rourke President - Industrial Products Division of the Company since December 27, 2003; age 61 (14)	137,398	*
Gary C. Wilkerson Vice President, General Counsel and Secretary of the Company since May 2, 2005; age 63 (15)	40,000	*
Executive Officers and Directors as a Group	1,184,000	3.09%**

\* Less than 1%

\*\* Includes 706,667 shares of Common Stock which are subject to currently exercisable stock options and 56,000 shares of non-vested restricted stock held by executive officers and directors of the Company.

- (1) Mr. Federbush served as the President of the Queens West Development Corp., a subsidiary of the Empire State Development Corporation, a public-benefit corporation that is a joint venture among New York State, New York City and the Port Authority of New York and New Jersey, for more than the past five years until his departure from the corporation on December 31, 2007. Mr. Federbush has served as a director of Varick Realty Corp. since 1970, including as Chairman since 1976. Mr. Federbush was nominated to serve as a director of the Company because he has extensive experience guiding complex organizations, both in commercial real estate and manufacturing and distribution. The number of shares of Common Stock beneficially owned by Mr. Federbush includes (i) 2,000 shares of Common Stock owned by Mr. Federbush's spouse, (ii) 1,000 shares of Common Stock owned by a corporation in which Mr. Federbush is an officer and (iii) 10,000 shares of Common Stock which are subject to currently exercisable stock options.
- (2) Mr. Flaherty has been a member of the Advisory Board of Aon Risk Services, Inc., a subsidiary of Aon Corporation ("Aon"), the global insurance and risk management firm, since 2001. Prior to his tenure with Aon, Mr. Flaherty was associated with Burson-Marsteller- WPP, a global public affairs and public relations firm. Mr. Flaherty was nominated to serve as a director of the Company because of his years of experience counseling boards and senior management. In addition, his experience in insurance and risk management enable him to assist the Board of Directors in performing its risk oversight function. The number of shares of Common Stock beneficially owned by Mr. Flaherty includes 4,000 shares of Common Stock which are subject to currently exercisable stock options.
- (3) Mr. Fulvio has been a member of Fulvio & Associates, LLP, Certified Public Accountants (formerly Speer & Fulvio, LLP), since 1987. Mr. Fulvio was nominated to serve as a director of the Company because of his strength in the area of accounting, his knowledge of and experience with tax matters, and his financial acumen. The number of shares of Common Stock beneficially owned by Mr. Fulvio includes (i) 10,000 shares of Common Stock which are subject to currently exercisable stock options, (ii) and 9,000 shares of Common Stock which are owned by Mr. Fulvio's spouse.
- (4) Mr. Gladstein previously served as a director of the Company from 1990 to 1994. Mr. Gladstein is currently an independent investor and consultant. From the beginning of 2000 to August 31, 2004, Mr. Gladstein was a Senior Consultant at Soros Fund Management. He was Chief Operating Officer at Soros Fund Management from 1985 until his retirement at the end of 1999. In the past five years, Mr. Gladstein has also served as a director of Cresud Inc. and Imergent, Inc. Mr. Gladstein was nominated to serve as a director of the Company because of his financial and accounting expertise and his years of experience providing strategic advisory services to complex organizations. In addition, having been a member of the compensation, audit and other committees of public company boards, Mr. Gladstein is familiar with a full range of corporate and board functions. The number of shares of Common Stock beneficially owned by Mr. Gladstein includes 10,000 shares of Common Stock which are subject to currently exercisable stock options.

- (5) Mr. Goldman has served as the co-founder and Chief Executive Officer of TextPower, Inc., which creates business solutions by using a proprietary library of vertical market text messaging software, since February 17, 2009. From 1987 to February 17, 2009, Mr. Goldman served as founder and principal of the Goldman Group, a company that works with Fortune 500 companies in developing and operating wireless systems. Mr. Goldman was nominated to serve as a director of the Company because of his extensive experience with global companies and strategic planning, as well as his expertise in the technology field. The number of shares of Common Stock beneficially owned by Mr. Goldman includes 4,000 shares of Common Stock which are subject to currently exercisable stock options.
- (6) Mr. Hermanson has been the principal and President of Mr. Christmas, Inc., a wholesale merchandising company, for more than the last five years. Mr. Hermanson was nominated to serve as a director of the Company because he has extensive experience in management, strategic planning, as well as a thorough knowledge of wholesale merchandising and international business issues. The number of shares of Common Stock beneficially owned by Mr. Hermanson includes 10,000 shares of Common Stock which are subject to currently exercisable stock options.
- (7) Mr. Karp has served on boards of four New York Stock Exchange companies and many other corporations over the past fifty years. Mr. Karp's corporate experience includes: management at the highest level; corporate finance; acquisitions; mergers; corporate organization and governance; shareholder and investor relations; and investments.
- (8) Mr. Christopher served as (i) Chief Operating Officer from October 25, 2007 until October 30, 2008, (ii) President of the Standard Products Division from October 13, 2005 until October 25, 2007, and (iii) Vice President of Sales-Standard Products Division of the Company for more than five years prior to October 13, 2005. The number of shares of Common Stock beneficially owned by Mr. Christopher includes (i) 181,694 shares of Common Stock which are subject to currently exercisable stock options, (ii) 900 shares of Common Stock owned jointly between Mr. Christopher and his spouse and (iii) 25,000 shares of non-vested restricted stock.
- (9) Mr. Corman served as the Company's Corporate Controller for more than five years prior to October 28, 2004. The number of shares of Common Stock beneficially owned by Mr. Corman includes 36,395 shares of Common Stock which are subject to currently exercisable stock options.
- (10) Mr. Hansen served as (i) Senior Vice President-Strategy and Industry Relations from February 18, 2008 to May 18, 2009, (ii) as Vice President-Administration and Operations, Standard Products Division from October 24, 2005 to February 18, 2008, (iii) as Vice President-Marketing and Product Line Strategy, Standard Products Division from February 24, 2003 to October 24, 2005, and prior thereto as Vice President-Marketing, Standard Products Division. The number of shares of Common Stock beneficially owned by Mr. Hansen includes (i) 19,881 shares of Common Stock which are subject to currently exercisable stock options, (ii) 2,706 shares of Common Stock owned jointly between Mr. Hansen and his spouse, and (iii) 6,000 shares of non-vested restricted stock.

- (11) Mr. Harris served (i) as Vice President and Chief Information Officer of the Standard Products Division of the Company from October 13, 2005 until December 19, 2006, (ii) as Vice President and Chief Information Officer of the Company from July 5, 2000 until October 13, 2005, (iii) as Division Manager of the Company's Standard Products Division from May 1, 1997 through July 5, 2000 and (iv) as Controller, Standard Products Division, from December 1995 to May 1, 1997. The number of shares of Common Stock beneficially owned by Mr. Harris includes 35,168 shares of Common Stock which are subject to currently exercisable stock options.
- (12) Mr. Martin served (i) as Vice President-Operations, Standard Products Division of the Company from November 20, 2006 to August 1, 2008, (ii) as Vice President-Finance of the Company from October 28, 2004 to November 20, 2006, (iii) as Director of Corporate Finance of the Company from January 1, 2002 to October 28, 2004, (iv) as Manager of Corporate Finance of the Company from January 1, 2001 to December 31, 2001, (v) as Manager of Corporate Accounting of the Company from January 15, 1996 to December 31, 2000 and (vi) as a Manager and other positions in audit services with PricewaterhouseCoopers LLP, a public accounting firm, from September 1989 to January 1996. The number of shares of Common Stock beneficially owned by Mr. Martin includes 19,714 shares of Common Stock which are subject to currently exercisable stock options.
- (13) Mr. McKee served (i) as Vice President of the Company from February 11, 1999 until October 13, 2005, (ii) as Vice President-Business Development/Investor Relations of the Company from December 14, 1995 to February 11, 1999, (iii) as Treasurer of the Company from November 8, 1991 to December 14, 1995 and (iv) as Assistant Secretary of the Company from August 28, 1991 to December 14, 1995. The number of shares of Common Stock beneficially owned by Mr. McKee includes (i) 206,013 shares of Common Stock which are subject to currently exercisable stock options, and (ii) 15,000 shares of non-vested restricted stock.
- (14) Mr. Rourke served (i) as Vice President-Industrial Products Division of the Company from December 14, 1995 to December 27, 2003, (ii) as Vice President and General Manager- Industrial Products Division of the Company from November 4, 1993 to December 14, 1995 and (iii) prior thereto as Vice President and General Manager, Industrial Products, for Mueller Brass Co. in Port Huron, Michigan. The number of shares of Common Stock beneficially owned by Mr. Rourke includes (i) 119,802 shares of Common Stock which are subject to currently exercisable stock options, and (ii) 10,000 shares of non-vested restricted stock.
- (15) Mr. Wilkerson served (i) as Of Counsel to the Memphis law firm of Pietrangelo Cook, LLP from April 2002 to May 2005 and (ii) as Vice President and General Counsel for Louisiana- Pacific Corporation from 1997 to January 2002. The number of shares of Common Stock beneficially owned by Mr. Wilkerson includes 40,000 shares of Common Stock which are subject to currently exercisable stock options.

## Meetings and Committees of the Board of Directors

During 2009, the Board of Directors held four meetings. The Board of Directors established a standing Audit Committee and a Compensation Committee at its organizational meeting 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 Company’s 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 to be responsible for administering the Company’s 1994 Stock Option Plan and the Company’s 1994 Non-Employee Director Stock Option Plan, on February 12, 1998 created a committee to be responsible for administering the Company’s 1998 Stock Option Plan and on February 12, 2002 created a committee to be responsible for administering the Company’s 2002 Stock Option Plan (collectively, the “Option Plan Committees”). On February 12, 2004, the Board of Directors changed the name of the Nominating Committee to the Nominating and Corporate Governance Committee. During 2009, no director attended fewer than 75% of the total number of meetings of the Board and all committees on which he served.

The Audit Committee is composed of three directors who are not officers or employees of the Company: Gennaro J. Fulvio (Chairman), Alexander P. Federbush and Gary S. Gladstein. Each member of the Audit Committee has been determined by the Board of Directors to meet the standards for independence required of audit committee members by the New York Stock Exchange (the “NYSE”) and applicable SEC rules. For more information on the NYSE standards for independence, see “Corporate Governance-Director Independence” in this Proxy Statement. The Board of Directors has further determined that (i) all members of the Audit Committee are financially literate and (ii) Gary S. Gladstein and Gennaro J. Fulvio each possess accounting and related financial management expertise within the meaning of the listing standards of the NYSE, and are each audit committee financial experts within the meaning of applicable SEC rules. The Audit Committee (i) appoints the Company’s independent accountants, (ii) reviews and approves any major change in the Company’s accounting policies, (iii) reviews the scope and results of the independent audit, (iv) reviews and considers 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. The Audit Committee held six formal meetings during the last fiscal year, all of which were attended by the Company's independent auditors. At such meetings, the Audit Committee discussed the scope and results of the annual audit and issues of accounting policy and internal controls.

The Compensation Committee is composed of three directors who are not officers or employees of the Company: Alexander P. Federbush (Chairman), Paul J. Flaherty and Gary S. Gladstein. Each member of the Compensation Committee has been determined by the Board of Directors to meet the NYSE's standards for independence. These same directors also serve as members of the Plan Committee and the Option Plan Committees. The Compensation Committee (i) provides assistance to the Board of Directors in discharging the Board of Directors' responsibilities relating to management organization, performance, compensation and succession and (ii) makes such recommendations to the Board of Directors as it deems appropriate. During the fiscal year 2009, the Compensation Committee and the Option Plan Committee held three formal meetings.

The Nominating and Corporate Governance Committee is composed of three directors who are not officers or employees of the Company: Terry Hermanson (Chairman), Gennaro J. Fulvio and Scott J. Goldman. Each member of the Nominating and Corporate Governance Committee has been determined by the Board of Directors to meet the NYSE's standards for independence. The Nominating and Corporate Governance Committee is responsible for the recommendation to the Board of Directors of director nominees for election to the Board of Directors. In addition, the Nominating and Corporate Governance Committee is responsible for recommending committee assignments and responsibilities to the Board of Directors, overseeing the evaluation of Board of Directors and management effectiveness, developing and recommending to the Board of Directors corporate governance guidelines, and generally advising the Board of Directors on corporate governance and related matters. The Nominating and Corporate Governance Committee held one formal meeting during fiscal year 2009.

The Board of Directors has utilized a leadership structure for many years consisting of an Executive Chairman position and a separate Chief Executive Officer position, both of whom served on the Board. These officers were in constant contact

with the Executive Officers and other key people of the Company. They provided advice and recommendations to the full Board for the Board's consideration. However, this long-time leadership structure was impacted by the death of the CEO, Mr. William D. O'Hagan, in October, 2008. At that time, the Board selected a new CEO, Mr. Gregory L. Christopher, who is not presently on the Board. However, it is expected that the Company will return to the structure in which both the Chairman and Chief Executive Officer will be members of the Board.

The Board of Directors is actively involved in oversight of risks that could affect the Company. The full Board of Directors has retained the responsibility for general oversight of risks, but the Audit Committee primarily oversees those risks that may directly or indirectly impact the Company's financial statements. The Board of Directors receives reports directly from officers responsible for oversight of particular risks within the Company, as well as full reports by the chair of the Audit Committee regarding the Audit Committee's considerations and actions. The Board believes that through such open communication and access to information, it can sufficiently manage the risks facing the Company. The Board of Director's administration of its risk oversight function has not affected the Board's leadership structure.

## CORPORATE GOVERNANCE

The Company operates within a comprehensive plan of corporate governance for the purpose of defining independence, assigning responsibilities, setting high standards of professional and personal conduct and assuring compliance with such responsibilities and standards. The Company regularly monitors developments in the area of corporate governance. In July 2002, Congress passed the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") which, among other things, established, or provided the basis for, a number of new corporate governance standards and disclosure requirements. In addition, following the passage of Sarbanes-Oxley, the NYSE adopted changes to its corporate governance and listing requirements.

### Director Independence

The standards relied upon by the Board of Directors in affirmatively determining whether a director is "independent," in compliance with the rules of the NYSE, are comprised, in part, of those objective standards set forth in the NYSE rules, which generally provide that (a) a director who is an employee, or whose immediate family member (defined as a spouse, parent, child, sibling, father- and mother-in-law, son- and



daughter-in-law and anyone, other than a domestic employee, sharing the director's home) is an executive officer of the Company, would not be independent for a period of three years after termination of such relationship; (b) a director who has received, or whose immediate family member has received, during any twelve-month period within the last three years, more than \$120,000 per year in direct compensation from the Company, except for certain permitted payments, would not be independent; (c) a director or an immediate family member who is a current partner of a firm that is the Company's internal or external auditor, a director who is a current employee of such a firm, a director who has an immediate family member who is a current employee of such a firm and who personally works on the Company's audit, or a director or an immediate family member who was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time would not be independent; (d) a director or an immediate family member who is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on the other company's compensation committee would not be independent; and (e) a director who is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues, would not be independent. In addition to these objective standards and in compliance with NYSE rules, no director will be considered independent who has any other material relationship with the Company that could interfere with the director's ability to exercise independent judgment. The Board of Directors exercises appropriate discretion in identifying and evaluating the materiality of any relationships directors may have with the Company.

The Board of Directors, in applying the above-referenced standards and after considering all of the relevant facts and circumstances, has affirmatively determined that the Company's current "independent" directors are: Alexander P. Federbush, Paul J. Flaherty, Gennaro J. Fulvio, Gary S. Gladstein, Scott J. Goldman and Terry Hermanson. In the course of the Board of Director's determination regarding the independence of each non-management director, the Board considered for:

- Mr. Flaherty, the fact that the Company has utilized certain services of Aon and its affiliates, but recognizing the arms' length nature of such transactions, the absence of any managerial role or specific pecuniary interest of Mr. Flaherty in such matters, and the de minimis percentage such transactions represented in respect of the annual revenues and assets of each of those companies; and

- Mr. Goldman, the fact that Mr. Goldman is married to the niece of Harvey L. Karp, the Chairman of the Board, but recognizing the distance of this relationship.

#### Independent Directors

- A majority of the members of the Company's Board of Directors have been determined to meet the NYSE's standards for independence. See "Director Independence" above.
- The Company's Corporate Governance Guidelines provide that the Company's non-management directors shall hold annually at least two formal meetings independent from management. The non-management directors will choose a non-management director, as appropriate, to preside at these executive sessions of the Board of Directors.

#### Audit Committee

- All members of the Audit Committee have been determined to meet the standards of independence required of audit committee members by the NYSE and applicable SEC rules. See "Director Independence" above.
- In accordance with the rules and regulations of the SEC, the above paragraph regarding the independence of the members of the Audit Committee shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C of the Exchange Act or to the liabilities of Section 18 of the Exchange Act and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, notwithstanding any general incorporation by reference of this Proxy Statement into any other filed document.
- The Board of Directors has determined that all members of the Audit Committee are financially literate. Further, the Board of Directors has determined that Gary S. Gladstein and Gennaro J. Fulvio each possess accounting or related financial management expertise, within the meaning of the listing standards of the NYSE, and are each audit committee financial experts within the meaning of applicable SEC rules.
- Ernst & Young LLP, the Company's independent auditors, reports directly to the Audit Committee.

- The Audit Committee, consistent with the Sarbanes-Oxley Act of 2002 and the rules adopted thereunder, meets with management and the Company's independent auditors prior to the filing of officers' certifications with the SEC to receive information concerning, among other things, significant deficiencies in the design or operation of internal control over financial reporting.
- The Audit Committee has adopted procedures for the receipt, retention and treatment of complaints by Company employees regarding the Company's accounting, internal accounting controls or auditing matters.
- The Audit Committee operates under a formal charter adopted by the Board of Directors that governs its duties and standards of performance. Copies of the charter can be obtained free of charge from the Company's website at [www.muellerindustries.com](http://www.muellerindustries.com) or may be requested in print by any shareholder.

#### Compensation Committee

- All members of the Compensation Committee have been determined to meet the NYSE standards for independence. See "Director Independence" above.
- The Compensation Committee operates under a formal charter adopted by the Board of Directors that governs its duties and standards of performance. Copies of the charter can be obtained free of charge from the Company's website at [www.muellerindustries.com](http://www.muellerindustries.com) or may be requested in print by any shareholder.

#### Nominating and Corporate Governance Committee

- All members of the Nominating and Corporate Governance Committee have been determined to meet the NYSE standards for independence. See "Director Independence" above.
- The Nominating and Corporate Governance Committee recommends to the Board of Directors as director nominees individuals of established personal and professional integrity, ability and judgment, and who are chosen with the primary goal of ensuring that the entire Board of Directors collectively serves the interests of the Company's stockholders. Due consideration is given to assessing the qualifications of potential nominees and any potential conflicts with the Company's interests. The Nominating

and Corporate Governance Committee also assesses the contributions of the Company's incumbent directors in connection with their potential re-nomination. In identifying and recommending director nominees, the Committee members take into account such factors as they determine appropriate, including recommendations made by the Board of Directors.

- Under its charter, which was revised in February 2010, the Nominating and Corporate Governance Committee considers whether the viewpoint, professional experience, education, skill and other individual qualities and attributes of any potential nominee would contribute to the diversity of the Board as a whole. In addition, when considering Board diversity, the Committee will not exclude any potential Board nominee from consideration based on age, gender, race, color of skin, ethnic origin, political affiliation, religious preference, sexual orientation, country of origin, physical handicaps or any other category.
- Once the Nominating and Corporate Governance Committee has identified prospective nominees, background information is elicited about the candidates, following which they are investigated, interviewed and evaluated by the Committee which then reports to the Board of Directors.
- The Nominating and Corporate Governance Committee operates under a formal charter adopted by the Board of Directors that governs its duties and standards of performance. Copies of the charter can be obtained free of charge from the Company's website at [www.muellerindustries.com](http://www.muellerindustries.com) or may be requested in print by any shareholder.

The Nominating and Corporate Governance Committee does not consider individuals nominated by stockholders for election to the Board. However, under the Company's Bylaws, 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 Company's principal place of business (8285 Tournament Drive, Suite 150, Memphis, Tennessee 38125) not less than 60 days and not more 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 90 days prior to the special meeting and not later than the later of (a) 60 days prior to such special meeting or (b) the tenth day following the day on which public announcement is first made of the date of the special meeting, provided that in the event that the number of directors to be elected to the Board is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board made by the Company at least 70 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the Secretary of the Company not later than the tenth day following the day on which such public announcement is first made by the Company. To be a qualifying stockholder, the stockholder must be a stockholder of record at the time the notice was delivered to the Secretary of the Company. Each such notice shall set forth: (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A (or successor provisions) under the Exchange Act, including such person's written consent to be named in the proxy statement as a nominee and to serve as a director if elected; (b) as to any other business that the stockholder desires to be brought before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Company's books, and of such beneficial owner and (ii) the class and number of shares of Common Stock which are owned beneficially and of record by such stockholder and such beneficial owner. The presiding officer of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure. See "Stockholder Nominations for Board Membership and Other Proposals for 2011 Annual Meeting."

#### Compensation Committee Interlocks and Insider Participation

During fiscal year 2009, Terry Hermanson, Paul J. Flaherty and Gary S. Gladstein served on the Compensation Committee. No member of the Compensation Committee was, during fiscal year 2009, an officer or employee of the Company

or was formerly an officer of the Company, except that Gary S. Gladstein served as Chief Financial Officer of the Company from December 28, 1990 to February 13, 1991. In addition, no member of the Compensation Committee, during fiscal year 2009, had any relationship requiring disclosure by the Company as a related party transaction under Item 404 of Regulation S-K. No executive officer of the Company served on any board of directors or compensation committee of any other company for which any of the Company's directors served as an executive officer at any time during fiscal year 2009.

#### Corporate Governance Guidelines

- The Company has adopted a set of Corporate Governance Guidelines, including specifications for director qualification and responsibility, director access to officers and employees, director compensation, director orientation and continuing education and the annual performance evaluation of the Board of Directors.
- Copies of the guidelines can be obtained free of charge from the Company's website at [www.muellerindustries.com](http://www.muellerindustries.com) or may be requested in print by any shareholder.

#### Code of Business Conduct and Ethics

- The Company has adopted a Code of Business Conduct and Ethics, which is designed to help officers, directors and employees resolve ethical issues in an increasingly complex business environment. The Code of Business Conduct and Ethics is applicable to all of the Company's officers, directors and employees, including the Company's principal executive officer, principal financial officer, principal accounting officer or controller and other persons performing similar functions. The Code of Business Conduct and Ethics covers topics, including but not limited to, conflicts of interest, confidentiality of information and compliance with laws and regulations.
- Waivers from the Code of Business Conduct and Ethics are discouraged. Any waivers from the Code of Business Conduct and Ethics that relate to the Company's directors and executive officers must be approved by the Board of Directors and will be posted on the Company's website at [www.muellerindustries.com](http://www.muellerindustries.com).

- Copies of the Code of Business Conduct and Ethics can be obtained free of charge from the Company's website at [www.muellerindustries.com](http://www.muellerindustries.com) or may be requested in print by any shareholder.

#### Policies and Procedures for Approval of Related Party Transactions

Related party transactions may present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its shareholders. Management carefully reviews all proposed related party transactions (if any), other than routine banking transactions, to determine if the transaction is on terms comparable to terms that could be obtained in an arms-length transaction with an unrelated third party. Management reports to the Audit Committee and then to the Board of Directors on all proposed material related party transactions. Upon the presentation of a proposed related party transaction to the Audit Committee or the Board, the related party is excused from participation in discussion and voting on the matter.

#### Directors' Attendance at Annual Meetings of Stockholders

It is the policy of the Company's Board of Directors to expect that all directors attend annual meetings of stockholders except where the failure to attend is due to unavoidable circumstances or conflicts discussed in advance with the Chairman of the Board. All members of the Board of Directors attended the Company's 2009 Annual Meeting of Stockholders.

#### Communication With the Board of Directors

Any stockholder or interested party who wishes to communicate with the Board of Directors, or specific individual directors, including the non-management directors as a group, may do so by directing a written request addressed to such directors or director in care of the Chairman of the Nominating and Corporate Governance Committee, Mueller Industries, Inc., 8285 Tournament Drive, Suite 150, Memphis, Tennessee 38125. Communication(s) directed to members of the Board who are not non-management directors will be relayed to the intended Board member(s) except to the extent that it is deemed unnecessary or inappropriate to do so pursuant to the procedures established by a majority of the independent directors. Communications directed to non-management directors will be relayed to the intended Board member(s) except to the extent that doing so would be contrary to the instructions of the non-management directors. Any communication so withheld will nevertheless be made available to any non-management director who wishes to review it.

## COMPENSATION DISCUSSION AND ANALYSIS

### Compensation Policies and Objectives

The compensation programs for our executive officers, including the executive officers named in the Summary Compensation Table for 2009 below, are designed to (i) motivate these key employees to achieve certain strategic and financial goals and reward them for achieving such goals, (ii) align the long-term financial interests of our named executive officers with those of our stockholders, (iii) encourage these employees to continue their service with our Company, and (iv) provide a means to attract additional talented executive officers when necessary.

We believe in a pay for performance philosophy – that the performance of our named executive officers in managing our Company, considered in light of general economic and specific Company, industry, and competitive conditions, should be the basis for determining the level and composition of their compensation. This incentive element of total compensation provides a significant portion of each named executive officer's compensation potential.

### Determination of Compensation

Compensation for our Chairman of the Board and Chief Executive Officer is determined by our Compensation Committee. Compensation decisions for our other named executive officers are made by our Compensation Committee based on the joint recommendations of our Chairman of the Board and Chief Executive Officer. Our Compensation Committee meets at least annually to determine the adjustments, if any, which will be made to all elements of compensation, including base salary, annual bonus compensation, and long-term equity awards.

In determining the levels of compensation, including the amount of base salary increases from year to year, if any, the target levels of the annual cash bonuses and the amounts payable thereby at the end of each year, and the number of equity awards to be awarded and when such awards will be granted, we generally do not rely on formulaic guidelines but rather maintain a flexible compensation program that allows us to adapt components and levels of compensation to motivate and reward individual executives within the context of the Company's desire to attain certain strategic and financial goals and control compensation cost. This requires that we consider subjective factors including (i) an executive's performance against corporate objectives in recent years, (ii) the value of the executive's skills and capabilities



in supporting the long-term performance of the Company, (iii) performance of each executive's specific management responsibilities, (iv) each executive's contribution as a member of the executive management team, and (v) whether each executive's total compensation potential and structure is sufficient to ensure the retention of the executive when considering the compensation potential that may be available elsewhere. As such, we make reasoned subjective determinations about compensation levels. Our decisions regarding the various elements of compensation are generally independent of one another in that the decisions we make with respect to any one element do not necessarily affect decisions we make with respect to any other element.

In making compensation decisions, our Compensation Committee does not undertake any formal benchmarking or review any formal surveys of compensation for our competitors but rather relies on the members' general knowledge of our industry, supplemented by advice from our Chairman and Chief Executive Officer based on their knowledge of our industry in markets in which we participate.

The targets for annual bonus programs are generally determined by the Compensation Committee in December for the upcoming year. Various factors are considered when determining the specific targets including estimated actual results for the fiscal year being concluded, the plan for the upcoming year, economic conditions then currently prevailing as well as expected in the upcoming year, among others.

#### Elements of Compensation

Our compensation program is composed of six elements: (i) base salary, (ii) annual bonus compensation, (iii) long-term equity incentive compensation, (iv) traditional welfare benefits, (v) perquisites, and (vi) post-employment and change-in-control compensation.

Each element of compensation plays a part in our overall compensation policies and objectives.

- We provide base salary and traditional benefits such as group health, disability, and life insurance benefits, as well as matching contributions to the Mueller Industries, Inc. 401(k) Plan, as a means of providing a base level of compensation for services performed, to encourage the continued service of our named executive officers and to attract additional talented executive officers when necessary.

- We offer annual cash bonus compensation to our named executive officers to reward their success in attaining short-term operating objectives, such as sales, operating earnings and earnings per share. From time to time, we award discretionary bonuses to recognize and reward individual performance regardless of corporate-wide performance.
- Our long-term equity incentive compensation rewards our named executive officers for achievement of our long-term financial success as measured by our stock price. As such, it aligns the financial interests of our named executive officers with our stockholders and rewards our named executive officers for increased stockholder value. Historically we have granted stock options to our named executive officers, although in 2009 we adopted, and our shareholders approved, the 2009 Stock Incentive Plan which provides for the grant of a variety of stock-based awards. We generally grant stock options with ten-year terms that vest ratably over a five-year period. This long-term vesting schedule provides continued motivation and rewards executives in line with our stockholders over the vesting period. Moreover, we generally provide for periodic option grants to ensure that vesting periods will overlap and continue to provide incentive and motivation over the longer term. We also believe that stock options continue to provide long-term shareholder value beyond the vesting dates because of the continued upside financial potential for executives and the fact that stock options can be retained beyond the vesting date without adverse tax consequences to the executive. Because of the five-year vesting schedule, we regard our stock option program as a significant factor in retaining our named executive officers. In addition, in 2009 we granted shares of restricted stock to certain of our named executive officers which vest either (i) 20% per year on each of the first five anniversaries of the date of grant or (ii) 50% on each of the second and third anniversaries of the date of grant. As with stock options, we believe that these restricted stock grants will incentivize our named executive officers to achieve long-term financial success for the Company.
- We view our perquisites as an added element of our executive compensation program designed to attract, retain and reward our named executive officers.

- We provide employment agreements as a reward for achieving a certain level of seniority and accomplishments based on a subjective determination of the executive's past service and current responsibilities. We believe that providing employment agreements at the top executive level is generally in line with market practice and allows us to be competitive and retain our top executives.

#### Base Salary

Base salary adjustments are determined by making reasoned subjective determinations about current economic conditions such as general wage inflation as well as the executive's qualifications, experience, responsibilities, and past performance. For 2009, base salary increases ranged from 6% to 34% for our named executive officers.

#### Annual Bonus Compensation

Each of our named executive officers participated in one of two annual bonus programs. In 2009, Mr. Karp participated in the Annual Bonus Plan that was approved by stockholders at the May 2005 Annual Meeting of Stockholders. Our other named executive officers participated in the Company's Annual Incentive Plan as did other salaried employees.

**Annual Bonus Plan.** Early in 2009, the Compensation Committee established a performance target for the year based upon EBITDA (earnings before interest, taxes, depreciation and amortization) subject to certain adjustments. The Compensation Committee established graduated EBITDA targets that ranged from \$77 million (earning zero bonus) to \$142 million (earning a 200% bonus) with a maximum bonus of \$2,500,000; the actual earned percentages applied to base salary for determination of the award were linear for actual EBITDA results between the graduated scale. Actual performance resulted in a 73% payment under the plan for 2009. Although Mr. Karp was entitled to receive a bonus in the amount of \$1,098,600, he declined to accept the payment of his full bonus and instead accepted a bonus equal to \$598,600.

**Annual Incentive Plan and Bonus Awards.** At the beginning of 2009, our Compensation Committee adopted our 2009 Annual Incentive Plan. We designed our 2009 Annual Incentive Plan to award cash bonuses for achievement of certain corporate goals. We calculate the awards by multiplying the employee's

actual base salary paid during the year, by the employee's incentive grade level factor, which in turn, is multiplied by a consolidated company and/or operating unit performance factor each of which was set by our Compensation Committee at the beginning of the fiscal year. For 2009, the incentive grade level factors for all salaried employees ranged from 7.5% to 100% and were approved by our Compensation Committee based upon the recommendations of Mr. Christopher who based his recommendations on a subjective determination of each individual employee's past performance and responsibilities. The incentive grade level factor for the named executive officers was established at 100% for Messrs. Christopher, McKee, and Rourke, and at 75% for Mr. Hansen. Based upon the recommendation of Mr. Christopher, the Compensation Committee established operating income of \$100 million subject to certain adjustments, as the consolidated company performance factor for the 2009 Annual Incentive Plan, which includes Messrs. Christopher and McKee, established \$37 million subject to certain adjustments, as the Industrial Products Division performance factor, which includes Mr. Rourke, and established \$90 million subject to certain adjustments, as the Standard Products Division performance factor, which includes Mr. Hansen. The company and operating unit performance factors are subject to increase by 2 percentage points for each 1 percentage point that actual performance exceeds the target (capped at 200% for Messrs. Christopher, McKee, and Rourke and capped at 150% for Mr. Hansen), and decreased by 3 percentage points for each 1 percentage point that actual performance is less than the target. For 2009, the payments under the plan to Messrs. Christopher, McKee, and Hansen were zero, and for Mr. Rourke was 29% (100% grade level factor times 29% performance factor).

#### Long-Term Equity Incentive Program

Stock Option Awards Granted in 2009. In determining which named executive officers will receive option awards and the size of these awards, our Compensation Committee makes reasoned subjective determinations based upon the prior performance of the named executive officers, the importance of retaining their services, and the potential for their performance to help us attain our long-term goals. There is no set formula for the granting of awards to individual named executive officers. During fiscal year 2009, the named executive officers received stock options to acquire an aggregate of 67,000 shares or 30% of the total options granted under the long-term equity incentive program in fiscal 2009.

Timing of Option Grants. Stock option awards to our named executive officers, other than our Chief Executive Officer, are typically granted annually by our Compensation Committee based on the recommendations of our Chief Executive Officer and Chairman of the Board. Stock option awards to our Chief Executive Officer are granted annually based on the recommendations of our Chairman of the Board.

Restricted Stock Awards Granted in 2009. As with stock options, in determining which named executive officers should receive restricted stock awards during 2009, and the size of these awards, our Compensation Committee made reasoned subjective determinations based upon the performance of the named executive officers, the importance of retaining their services, and their role in helping us attain our long-term goals. There was no set formula for the granting of awards to individual named executive officers. During fiscal year 2009, the named executive officers received restricted stock grants covering an aggregate of 56,000 shares.

#### Other Compensation

The other compensation provided to our named executive officers is composed of the Company's matching contribution to the Mueller Industries, Inc. 401(k) Plan (except for Mr. Karp) and various perquisites. The perquisites we provided in fiscal 2009 were as follows: estate and tax planning, certain club memberships, and personal use of our company airplane.

Estate and tax planning is provided to certain named executive officers to complement our various compensation elements for the purpose of ensuring the named executive officers understand the complexity of the long-term equity incentives and are thereby able to maximize the value of such benefits. We provide certain club memberships in part to facilitate networking with and entertainment of our business clients. Because of the nature of such memberships, our named executive officers gain some personal benefits. We maintain a company-owned airplane primarily to provide efficient transportation to certain employees and customers for business travel. From time to time, when our plane is not being used for business purposes, we allow certain named executive officers to use the plane for personal travel. We also maintain a company-owned boat. Our boat is primarily for the purpose of entertaining business clients, and, as of October 2008, is used exclusively for that purpose. From time to time in the past, when our boat was not being used for business reasons, we allowed our Chief Executive Officer to use our boat for personal reasons, but this was not the case during the 2009 fiscal year.

## Post-Employment and Change-in-Control Compensation

We believe that providing employment agreements at the top executive level is generally in line with market practice and allows us to be competitive and retain our top executives. We have entered into employment agreements with Messrs. Karp, Christopher and McKee. The agreements provide that upon a resignation for “good reason” or termination without “cause” (as each is defined in the employment agreements), the executive will be entitled to receive his then current base salary and an annual bonus equal to the average annual bonus actually paid in the immediately preceding three years for the remainder of the term of the agreement, and all unvested stock option awards will immediately vest. In addition, following any such termination, the Company will continue to provide health and medical benefit coverage until the executive reaches the age of 65 (or, in the case of Mr. Karp, for the remainder of the term of employment). The agreements also provide that an executive may resign in connection with a “change in control” (as defined in the employment agreements) and that in such event they will be entitled to the same payments as discussed above but the payments will be made in a lump sum within 30 days following such termination. We provide this ability to resign following a change in control as an added incentive and reward for the executives to remain employed through the consummation of the change in control and to ensure the completion of such event which should ultimately deliver value to our stockholders. Our employment agreement with Mr. Christopher also provides us with a certain level of protection against competition and solicitation of customers and employees if his employment is terminated. These restrictive covenants exist to protect our business, as Mr. Christopher has longstanding relationships with a number of our customers. Finally, in the event that any “payment” (as defined in the employment agreements) under the employment agreements would be subject to the excise tax imposed by the “golden parachute” regulations under the Internal Revenue Code, Messrs. Karp, McKee and Christopher would be entitled to a gross-up payment from the Company to cover such taxes.

We have also entered into a consulting agreement with Mr. Karp, which will become effective upon the termination of his employment, provided such termination is not for cause or by reason of Mr. Karp’s death or disability. The agreement provides that Mr. Karp will render consulting services for a period of six years, during which period he will be prohibited from competing with us. During the consulting period, Mr. Karp is entitled to receive an annual consulting fee equal to two-thirds of his “final base compensation” for the first four years of such

period and one-third of his final base compensation for the last two years of such period. The final base compensation is equal to the lesser of: (i) Mr. Karp's highest annual cash compensation (consisting of base salary and annual bonus) during the three-year period from 2005 to 2007 and (ii) \$2,000,000. In addition, during the consulting period, Mr. Karp will be entitled to continue to participate in our health and medical benefit plans. The purpose of this agreement is to provide us with protection against competition from Mr. Karp and a transition period following his termination of employment during which he will continue to provide limited services and be available for consultation with respect to his unique industry and Company specific knowledge as needed to allow a smooth transition with his successor and minimize, to the extent possible, any succession difficulties. As with the employment agreements described in the preceding paragraph, this consulting agreement provides for a gross-up payment in the event that payments under it would be subject to the excise tax imposed by the "golden parachute" regulations under the Internal Revenue Code.

#### Tax and Accounting Impact

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation in excess of \$1,000,000 paid to each of our chief executive officer and our next four most highly paid executive officers. Qualifying "performance-based compensation" is not subject to this deduction limitation if certain requirements are met. In December of 2004, our board of directors adopted the Mueller Industries, Inc. Annual Bonus Plan, which was subsequently approved by our stockholders at our Annual Meeting of Stockholders in May of 2005. Annual bonus awards paid under this plan will qualify as performance-based compensation and thus will be fully deductible by us. Taxable compensation pursuant to stock options granted under our stock option plans will also qualify as performance-based compensation and will be fully deductible by us at the time of exercise. Although the base salary compensation paid to Mr. Karp exceeds \$1,000,000 and the amount in excess thereof is not deductible by us for tax purposes, we believe that the impact of this is immaterial and necessary to adequately compensate Mr. Karp in light of past and continuing contributions to our growth. We periodically review the potential consequences of Section 162(m) with respect to compensatory elements. In the future we may authorize other compensation payments to our named executive officers that do not comply with the exemptions in Section 162(m) if we judge that such payments are appropriate

and in the best interests of the stockholders, after taking into consideration changing business conditions and/or any specific executive's particular circumstances. This is consistent with our general compensation policy to remain flexible in order to address business and/or financial challenges as they present themselves.

Other provisions of the Internal Revenue Code can also affect compensation decisions. Under Sections 280G and 4999 of the Internal Revenue Code, a 20% excise tax is imposed upon individuals who receive payments upon a change in control to the extent the payments received by them exceed an amount approximating three times their average annual compensation. A company will also lose its tax deduction for such "excess" payments. In our employment agreements with executive officers, we provide for tax "gross-up" payments to cover the cost of this excise tax. We believe it is important that the effects of these tax code provisions not negate the protections which we intend to provide to executive officers in the event of a change in control.

- 28 -

---



## SUMMARY COMPENSATION TABLE FOR 2009

Name and Principal Position (a)	Year (b)	Salary (\$)(c)	Bonus (\$)(d)	Stock Awards (\$)(e)(1)	Option Awards (\$)(f)(1)	Non-Equity Incentive Plan Compensation (\$)(g)	Change in Pension (\$)(h)	All Other Compensation (\$)(i)	Total (\$)(j)
Harvey L. Karp Chairman of the Board	2009	\$ 1,500,000	—	—	—	\$ 598,600	—	\$ 21,538(2)	\$ 2,120,138
	2008	\$ 1,500,000	—	—	—	\$ 1,750,000	—	\$ 49,501	\$ 3,299,501
	2007	\$ 1,500,000	—	—	—	\$ 2,500,000	—	\$ 40,733	\$ 4,040,733
Gregory L. Christopher Chief Executive Officer	2009	\$ 600,000	—	\$ 606,250	\$ 191,400	—	—	\$ 60,826(3)	\$ 1,458,476
	2008	\$ 445,000	\$ 250,000	—	\$ 448,560	\$ 322,625	—	\$ 49,130	\$ 1,515,315
	2007	\$ 265,255	\$ 197,105	—	\$ 399,315	\$ 437,621	—	\$ 23,570	\$ 1,322,866
Kent A. McKee Executive Vice President and Chief Financial Officer	2009	\$ 360,000	—	\$ 363,750	\$ 153,120	—	—	\$ 19,277(4)	\$ 896,147
	2008	\$ 300,000	\$ 157,500	—	\$ 261,660	\$ 217,500	—	\$ 16,684	\$ 953,344
	2007	\$ 278,210	—	—	\$ 342,270	\$ 459,046	—	\$ 21,084	\$ 1,100,610
James H. Rourke President—Industrial Products Division	2009	\$ 265,000	—	\$ 242,500	\$ 114,840	\$ 76,850	—	\$ 11,906(5)	\$ 711,096
	2008	\$ 250,000	—	—	\$ 224,280	\$ 396,875	—	\$ 13,688	\$ 884,843
	2007	\$ 232,974	—	—	\$ 342,270	\$ 384,407	—	\$ 12,179	\$ 971,830
John B. Hansen President, Manufacturing Operations -Standard Products Division	2009	\$ 238,500	—	\$ 145,500	\$ 53,592	—	—	\$ 12,409(6)	\$ 450,001

- (1) These columns represent the aggregate grant date fair value of awards granted to our named executive officers in 2009, determined under Financial Accounting Standards Board Accounting Standards Codification 718. For information on the valuation assumptions with respect to awards made, refer to Note 12 - Stock-Based Compensation to the Company's Consolidated Financial Statements filed with its Annual Report on Form 10-K for the fiscal year ended December 26, 2009. The amounts above reflect the Company's aggregate accounting expense for these awards and do not necessarily correspond to the actual value that will be recognized by the named executive officers.
- (2) Includes perquisites consisting of a car allowance and a club membership.
- (3) Includes personal use of the Company's aircraft (valued at \$29,856, representing the incremental cost incurred by the company to operate the aircraft), an income tax gross-up and other perquisites consisting of a matching contribution to the Company's 401(k) Plan, club membership and personal tax and estate planning.
- (4) Includes an income tax gross-up and other perquisites consisting of a matching contribution to the Company's 401(k) Plan, club membership, personal tax and estate planning, and reimbursement for Mr. McKee's spouse's travel to Company functions.
- (5) Includes a matching contribution to the Company's 401(k) Plan and personal tax and estate planning.
- (6) Includes a matching contribution to the Company's 401(k) Plan and personal tax and estate planning.

Salaries paid to our named executive officers are set forth in the Summary Compensation Table for 2009. For 2009, salaries paid to our named executives accounted for the following percentages of their total compensation: Mr. Karp (71%), Mr. Christopher (41%), Mr. McKee (40%), Mr. Rourke (37%), and Mr. Hansen (53%).

## 2009 GRANTS OF PLAN BASED AWARDS TABLE

Name (a)	Grant Date (b)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Stock Awards: Number of Shares of Stock or	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option (\$/Sh) (k)(3)	Closing Price of Stock on Grant Date (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)(c)	Target (\$)(d)	Maximum (\$)(e)	Units (#) (i)(3)	Options (#) (j)(4)			
Harvey L. Karp		N/A(2)	N/A(2)	\$2,500,000	—	—			
Gregory L. Christopher	7/30/2009	N/A(2)	\$600,000	\$1,200,000	25,000	25,000	\$23.83	\$24.25	\$797,650
Kent A. McKee	7/30/2009	N/A(2)	\$360,000	\$720,000	15,000	20,000	\$23.83	\$24.25	\$516,870
James H. Rourke	7/30/2009	N/A(2)	\$265,000	\$530,000	10,000	15,000	\$23.83	\$24.25	\$357,340
John B. Hansen	7/30/2009	N/A(2)	\$178,875	\$268,313	6,000	7,000	\$23.83	\$24.25	\$199,092

- (1) Mr. Karp received a cash bonus award under our Annual Bonus Plan based on achieving EBITDA, subject to certain adjustments, within the targeted range of \$77 million to \$142 million. Mr. Rourke received a cash bonus award under our 2009 Annual Incentive Plan. See our discussion of the Annual Bonus Plan and the 2009 Incentive Plan under the heading "Compensation Discussion and Analysis-Annual Bonus Compensation" above for a more thorough discussion of these plans.
- (2) Because of the nature of the formulas for determining bonus compensation under both the Annual Bonus Plan and the 2009 Annual Incentive Plan, there are no threshold amounts. There are also no target amounts under the Annual Bonus Plan.
- (3) Shares of restricted stock will vest either (i) 20% per year on each of the first five anniversaries of the date of grant or (ii) 50% on each of the second and third anniversaries of the date of grant.
- (4) The per share exercise price of the options was set at the fair market value of the Company's Common Stock on the grant date, which under the terms of the 2002 Stock Incentive Plan is the mean between the highest and lowest sales prices of the Common Stock reported on the NYSE on the date immediately prior to the grant date. The options will vest and become exercisable at the rate of 20% of the underlying Common Stock per year on each of the first five anniversaries of the grant date and will expire on the tenth anniversary of the grant date.

## OUTSTANDING EQUITY AWARDS AT FISCAL 2009 YEAR-END

Name (a)	Grant Date	Option Awards (1)			Stock Awards (2)		
		Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Un-exercisable (c)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (g)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (h)
Harvey L. Karp		—	—	—		—	—
Gregory L. Christopher	12/21/2000	7,780	—	\$ 15.20	12/21/2010		
	11/06/2001	7,780	—	\$ 18.70	11/06/2011		
	02/13/2002	15,561	—	\$ 20.40	02/13/2012		
	02/10/2003	19,451	—	\$ 16.62	02/10/2013		
	02/10/2004	31,122	—	\$ 20.72	02/10/2014		
	02/23/2005	16,000	4,000	\$ 31.22	02/23/2015		
	12/28/2005	27,000	18,000	\$ 28.04	12/28/2015		
	07/28/2006	18,000	12,000	\$ 35.05	07/28/2016		
	07/27/2007	14,000	21,000	\$ 36.91	07/27/2017		
	07/25/2008	12,000	48,000	\$ 26.49	07/25/2018		
	07/30/2009	—	25,000	\$ 23.83	07/30/2019	25,000	\$ 606,250
Kent A. McKee	12/21/2000	5,977	—	\$ 15.20	12/21/2010		
	11/06/2001	15,561	—	\$ 18.70	11/06/2011		
	02/13/2002	19,451	—	\$ 20.40	02/13/2012		
	02/10/2003	31,122	—	\$ 16.62	02/10/2013		
	02/10/2004	38,902	—	\$ 20.72	02/10/2014		
	02/23/2005	20,000	5,000	\$ 31.22	02/23/2015		
	12/28/2005	27,000	18,000	\$ 28.04	12/28/2015		
	07/28/2006	15,000	10,000	\$ 35.05	07/28/2016		
	07/27/2007	12,000	18,000	\$ 36.91	07/27/2017		
	07/25/2008	7,000	28,000	\$ 26.49	07/25/2018		
	07/30/2009	—	20,000	\$ 23.83	07/30/2019	15,000	\$ 363,750
James H. Rourke	12/21/2000	3,113	—	\$ 15.20	12/21/2010		
	11/06/2001	4,668	—	\$ 18.70	11/06/2011		
	02/13/2002	12,449	—	\$ 20.40	02/13/2012		
	02/10/2003	18,674	—	\$ 16.62	02/10/2013		
	02/10/2004	24,898	—	\$ 20.72	02/10/2014		
	02/23/2005	16,000	4,000	\$ 31.22	02/23/2015		
	07/28/2006	18,000	12,000	\$ 35.05	07/28/2016		
	07/27/2007	12,000	18,000	\$ 36.91	07/27/2017		
	07/25/2008	6,000	24,000	\$ 26.49	07/25/2018		
	07/30/2009	—	15,000	\$ 23.83	07/30/2019	10,000	\$ 242,500

Name (a)	Grant Date	Option Awards (1)				Stock Awards (2)	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Un-exercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested (\$)
		(b)	(c)	(e)	(f)	(g)	(h)
John B. Hansen	02/13/2002	1,556	—	\$ 20.40	02/13/2012		
	02/10/2003	2,490	—	\$ 16.62	02/10/2013		
	02/10/2004	3,735	—	\$ 20.72	02/10/2014		
	02/23/2005	3,200	800	\$ 31.22	02/23/2015		
	07/28/2006	4,500	3,000	\$ 35.05	07/28/2016		
	07/27/2007	2,400	3,600	\$ 36.91	07/27/2017		
	07/25/2008	1,200	4,800	\$ 26.49	07/25/2018		
	07/30/2009	—	7,000	\$ 23.83	07/30/2019	6,000	\$ 145,500

- (1) The options reflected will vest and become exercisable at the rate of 20% of the underlying Common Stock per year on each of the first five anniversaries of the grant date and will expire on the tenth anniversary of the grant date.
- (2) Shares of restricted stock will vest either (i) 20% per year on each of the first five anniversaries of the date of grant or (ii) 50% on each of the second and third anniversaries of the date of grant.

### 2009 OPTION EXERCISES

Name (a)	Option Awards	
	Number of Shares Acquired on Exercise (#)(b)	Value Realized on Exercise (\$)(c)
Harvey L. Karp	—	—
Gregory L. Christopher	15,561	\$48,483
Kent A. McKee	17,363	\$71,161
James H. Rourke	4,526	\$10,093
John B. Hansen	—	—

## Employment and Consulting Agreements

### Employment Agreements

Harvey L. Karp

We are party to an amended and restated employment agreement with Mr. Karp. The term of the agreement ends on December 31, 2010, and will automatically extend for successive one year terms thereafter, unless Mr. Karp gives us at least 4 months' prior written notice of his intention not to renew the term, or we give Mr. Karp at least 4 months' prior written notice of our intention not to renew the term. The agreement provides that Mr. Karp will serve as Chairman of the Board of Directors of the Company. Under the terms of the agreement, Mr. Karp is entitled to receive an annual base salary of at least \$606,373 (to be adjusted upward annually at a rate at least commensurate with increases granted to other key executives) and a performance-based cash bonus under the terms and conditions of the Annual Bonus Plan. Mr. Karp is also entitled to receive reimbursement for reasonable business and travel expenses incurred in the performance of his duties and is also entitled to participate in all bonus, incentive, stock option, pension, disability and health plans and programs and all fringe benefit plans maintained by the Company in which senior executives participate.

Mr. Karp's employment may be terminated by the Company without cause or by Mr. Karp for good reason upon appropriate written notice. In either such event, Mr. Karp will continue to receive his then-current base salary as if his employment had continued for the remainder of the then-current term and an annual bonus for the remainder of the then-current term equal to the average bonus for the three calendar years immediately preceding the written notice of termination. In addition, all outstanding unvested Company stock options then held by Mr. Karp will immediately vest and become exercisable and Mr. Karp will continue to participate in our health plans and programs at his expense for the remainder of the term of employment. In addition, we will pay Mr. Karp an amount equal to the monthly cost of continuation coverage under COBRA for the remainder of the term of employment.

Mr. Karp may resign voluntarily without good reason upon appropriate written notice. In such event, Mr. Karp will be entitled to receive any accrued but unpaid base salary and, at the Company's discretion, a bonus for the calendar year in which his resignation without good reason occurs. The Company may terminate

Mr. Karp's employment for cause upon appropriate written notice. In addition, if Mr. Karp's employment is terminated for cause or if Mr. Karp voluntarily resigns for any reason other than good reason, his right to receive his base salary, bonus and any other compensation and benefits to which he would otherwise be entitled under the agreement shall be forfeited as of the date of termination. Mr. Karp may resign his employment for any reason following a change in control. In such event, the Company will pay to Mr. Karp a lump sum amount equal to (i) his then-current base salary multiplied by the number of full and partial years remaining in the term of employment and (ii) his average annual bonus for the three calendar years immediately preceding the date of termination multiplied by the number of full and partial years remaining in the term of employment. In addition, all outstanding unvested options then held by Mr. Karp shall become immediately exercisable. In the event that any payment becomes subject to the excise tax imposed by the "golden parachute" regulations under the Internal Revenue Code, Mr. Karp is entitled to a gross-up payment from the Company to cover such taxes.

Gregory L. Christopher

We are party to an amended and restated employment agreement with Gregory L. Christopher, our Chief Executive Officer. The agreement contains a rolling three-year term, which is automatically extended so that the unexpired term on any date is always three years, unless either party gives written notice of his or its intention not to extend the term. The agreement entitles Mr. Christopher to an annual base salary of \$600,000 and a discretionary cash incentive bonus in an amount consistent with the executive bonus program which the Company establishes for other key executives. In addition, Mr. Christopher is entitled to receive reimbursement for reasonable business and travel expenses incurred in the performance of his duties and will participate in all bonus, incentive, stock option, pension, disability and health plans and programs and all fringe benefit plans maintained by the Company in which senior executives participate. The terms of Mr. Christopher's employment agreement relating to the compensation and benefits to which he is entitled upon various terminations of employment (including gross-up payments) are identical to those contained in Mr. Karp's employment agreement, described above, except that Mr. Christopher is entitled to continued participation in the Company's benefit plans following a qualifying termination of employment until age 65. Mr. Christopher's employment agreement also subjects him to non-competition and non-solicitation covenants during the term of employment and ending on the 12-month anniversary

following any termination of employment. Generally, the non-competition covenant prevents Mr. Christopher from engaging in activities that are competitive with the business of the Company in any geographic area in which the Company does business and the non-solicitation covenant prevents Mr. Christopher from soliciting or hiring any person who was a full-time employee of the Company during the 24-month period preceding the termination of his employment. Mr. Christopher's employment agreement also contains standard confidentiality provisions.

Kent A. McKee

The Company is party to an employment agreement with Kent A. McKee, the Company's Executive Vice President and Chief Financial Officer. The agreement provides that Mr. McKee will serve as Vice President and Chief Financial Officer of the Company (Mr. McKee was subsequently appointed Executive Vice President on October 13, 2005) for a rolling three-year term. The agreement entitles Mr. McKee to receive an annual base salary of \$240,000 (to be adjusted upward annually at a rate commensurate with increases granted to other key executives) and a discretionary cash incentive bonus consistent with the executive bonus program which the Company establishes for other key executives. In addition, Mr. McKee is to receive reimbursement for reasonable business and travel expenses incurred in the performance of his duties and will participate in all bonus, incentive, stock option, pension, disability and health plans and programs and all fringe benefit plans maintained by the Company in which senior executives participate. The terms of Mr. McKee's employment agreement relating to the compensation and benefits to which he is entitled upon various terminations of employment (including gross-up payments) are identical to those contained in Mr. Karp's employment agreement, described above, except that Mr. McKee is entitled to continued participation in the Company's benefit plans following a qualifying termination of employment until age 65.

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

## Consulting Agreement

We are also party to an amended and restated consulting agreement with Mr. Karp. The term of Mr. Karp's consulting agreement will begin upon the termination of his employment, provided such termination is not for cause or by reason of Mr. Karp's death or disability, and will end on the sixth anniversary of such commencement. During his consulting period, Mr. Karp will serve as independent consultant and advisor to the Company on matters within his areas of expertise and for which he had responsibility during his employment with the Company, provided that he will have not to devote more than twenty hours per month to consulting service during the first four years of his consulting period nor more than ten hours per month during the last two years of his consulting period. In addition, during his consulting period, Mr. Karp agrees not to engage in competitive activity (as defined in the consulting agreement).

As compensation, Mr. Karp will be entitled to receive an annual consulting fee equal to (i) two-thirds of his final base compensation for the first four years of the consulting period and one-third of his final base compensation for the last two years of such period. The final base compensation for Mr. Karp is the lesser of: (i) his highest annual cash compensation (consisting of base salary and annual bonus) during the three-year period from 2005 to 2007 and (ii) \$2,000,000. In addition, during the consulting period, Mr. Karp will be entitled to continue to participate in our health and medical benefit plans provided he bears the full cost of such participation, and the Company will pay to him an amount equal to his monthly cost of continuation coverage under COBRA for each month during the consulting period.

In the event that during the consulting period Mr. Karp's consulting relationship is terminated by the Company without cause or Mr. Karp terminates his consulting relationship for good reason, the Company is required to make a lump sum severance payment equal to the balance of all amounts that would have been payable under the consulting agreement for the remainder of the consulting period. Such lump sum amount will be discounted for present value. In addition, in such event, the Company will continue to provide the other benefits that would have been provided under the consulting agreement for the remainder of the consulting period. In the event that any payment would be subject to the excise tax imposed by the "golden parachute" regulations under the Internal Revenue Code, Mr. Karp will be entitled to a gross-up payment from the Company to cover such taxes.



**POTENTIAL PAYMENTS UNDER EMPLOYMENT AND CONSULTING  
AGREEMENTS AS OF THE END OF 2009**

Name (a)	Termination Without Cause				Change in Control			
	Salary & Bonus (\$)(b)	Benefits (\$)(c)	Intrinsic Value of Stock Options (\$)(d)	Consulting Agreement (\$)(e)	Salary & Bonus (\$)(f)	Benefits (\$)(g)	Intrinsic Value of Stock Options (\$)(h)	Consulting Agreement (\$)(i)
Harvey L. Karp	\$ 3,116,200	\$ 34,721	—	\$6,666,667	\$3,116,200	\$ 34,721	—	\$6,622,865
Gregory L. Christopher	\$ 3,007,400	\$ 347,965	\$41,625	—	\$ 3,007,400	\$ 347,965	\$41,625	—
Kent A. McKee	\$ 1,914,046	\$ 327,496	\$33,300	—	\$ 1,914,046	\$ 327,496	\$33,300	—
James H. Rourke	—	—	—	—	—	—	—	—
John B. Hansen	—	—	—	—	—	—	—	—

**2009 DIRECTOR COMPENSATION**

Name (a)	Fees Earned or Paid in Cash (\$)(b)	Stock Awards (\$)(c)	Option Awards (\$)(d)	Non-Equity Incentive Plan Compensation (\$)(e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)	All Other Compensation (\$)(g)	Total (\$)(h)
							Total (\$)(h)
Alexander P. Federbush	\$59,500	—	\$13,111	—	—	—	\$ 72,611
Paul J. Flaherty	\$49,750	—	\$13,111	—	—	—	\$ 62,861
Gennaro J. Fulvio	\$63,000	—	\$13,111	—	—	—	\$ 76,111
Gary S. Gladstein	\$55,750	—	\$13,111	—	—	—	\$ 68,861
Scott J. Goldman	\$49,000	—	\$13,111	—	—	—	\$ 62,111
Terry Hermanson	\$54,750	—	\$13,111	—	—	—	\$ 67,861

During the 2009 fiscal year, directors of the Company who were not employed by the Company received an annual fee for serving on the Company's Board of Directors of \$45,000, plus a fee of \$1,000 per Board and \$750 per Audit, Compensation or Nominating and Corporate Governance Committee meeting attended by such director, plus reimbursement for such director's expenses incurred in connection with any such Board or Committee meeting, and each Committee fee was paid whether or not such committee meeting was held in conjunction with a Board of Directors meeting. In addition, the Chairman of the Audit Committee received an annual fee of \$5,000 while the Chairman of each of the Compensation and Nominating and Corporate Governance Committees received an annual fee of \$3,000.

Under the Company's 1994 Non-Employee Director Stock Option Plan, each member of the Company's Board of Directors who is neither an employee nor an officer of the Company is automatically granted each year on the date of the Company's Annual Meeting of Stockholders, without further action by the Board, an option to purchase 2,000 shares of Common Stock at the fair market value of the Common Stock on the date the option is granted. As of March 9, 2010, options to purchase 48,000 shares of Common Stock were outstanding under the Company's 1994 Non-Employee Director Stock Option Plan.

REPORT OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS(1)

The Audit Committee of the Board of Directors oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements in the Annual Report on Form 10-K with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with the independent auditors, who are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee by Statement on Auditing Standards No. 114, The Auditor's Communication With Those Charged With Governance, as currently in effect. In addition, the Audit Committee discussed with the independent auditors the auditors' independence from management and the Company, including the matters in the written disclosures required by Public Company Accounting Oversight Board's Rule 3526, and considered the compatibility of non-audit services provided by the independent auditors with the auditor's independence.

The Audit Committee discussed with the Company's internal and independent auditors the overall scope and plans for their respective audits. The Audit Committee meets with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board of Directors has approved) that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 26, 2009 for filing with the SEC. The Audit Committee and the Board has re-appointed, subject to shareholder approval, Ernst & Young LLP, independent auditors, to audit the consolidated financial statements of the Company for the fiscal year ending December 25, 2010.

The Audit Committee is governed by a formal charter which can be accessed from the Company's website at [www.muellerindustries.com](http://www.muellerindustries.com) or may be requested in print by any shareholder. The members of the Audit Committee are considered independent because they satisfy the independence requirements for Board members prescribed by the NYSE listing standards and Rule 10A-3 of the Exchange Act.

Gennaro J. Fulvio, Chairman  
Alexander P. Federbush  
Gary S. Gladstein

- 
- (1) This Section is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

REPORT OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
ON EXECUTIVE COMPENSATION

The Compensation Committee has reviewed and discussed with the Company's management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Alexander P. Federbush, Chairman  
Paul J. Flaherty  
Gary S. Gladstein

## EQUITY COMPENSATION PLAN INFORMATION

The following table discloses information regarding the securities to be issued and the securities remaining available for issuance under the Registrant's stock-based incentive plans as of December 26, 2009 (shares in thousands):

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights	(b) Weighted average exercise price of outstanding options, warrants, and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	1,604	\$27.56	992
Equity compensation plans not approved by security holders			
Total	1,604	\$27.56	992

APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM

Ernst & Young LLP ("E&Y") has been reappointed by the Audit Committee to audit and certify the Company's financial statements for the fiscal year ending December 25, 2010, subject to ratification by the Company's stockholders. Ratification of the appointment of the Company's independent registered public accounting firm requires the affirmative vote of a majority of the outstanding shares of the Company present in person or by proxy at the Annual Meeting and entitled to vote thereon. If the appointment of E&Y is not ratified by the stockholders at the Annual Meeting, the Audit Committee will reconsider its action and will appoint auditors for the 2010 fiscal year without further stockholder action. Further, even if the appointment is ratified by stockholder action, the Audit Committee may at any time in the future in its discretion reconsider the appointment without submitting the matter to a vote of stockholders. It is expected that representatives of E&Y will be in attendance at the Annual Meeting and will be available to answer questions and to make a statement if they desire to do so.

The following table sets forth fees for professional services rendered by E&Y for the audit of the Company's annual financial statements for each of the two fiscal years ended December 26, 2009 and December 27, 2008 and fees for other services rendered by E&Y during those periods:

	2009	2008
Audit Fees	\$ 2,141,904	\$ 1,965,965
Audit-Related Fees	69,000	262,714
Tax Fees	562,551	374,676
All Other Fees	3,625	2,710
	\$ 2,777,080	\$ 2,606,065

Audit Fees consist of fees for professional services rendered for the audit of the Company's consolidated annual financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are normally provided by E&Y in connection with statutory filings. Audit Fees also includes fees for professional services rendered for the audits of internal control over financial reporting in 2009 and 2008.

Audit-Related Fees include fees billed for consultation on certain accounting matters and, in 2008, audits of employee benefit plans.

Tax Fees include fees billed for tax compliance, tax advice and tax planning matters.

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services. The Audit Committee has delegated pre-approval authority to its Chairman when expedition of services is necessary. The independent auditors and management are required periodically to report to the full Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. All of the services provided by the independent auditors during fiscal 2009 and 2008, respectively, under the categories Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees described above were pre-approved.

STOCKHOLDER NOMINATIONS FOR BOARD MEMBERSHIP  
AND OTHER PROPOSALS FOR 2011 ANNUAL MEETING

It is anticipated that the next Annual Meeting after the one scheduled for May 6, 2010 will be held on or about May 5, 2011. The Company's Bylaws require that, for nominations of directors or other business to be properly brought before an Annual Meeting, written notice of such nomination or proposal for other business must be furnished to the Company. Such notice must contain certain information concerning the nominating or proposing stockholder and information concerning the nominee and must be furnished by the stockholder (who must be entitled to vote at the meeting) to the Secretary of the Company, in the case of the Annual Meeting to be held in 2011, no earlier than February 5, 2011 and no later than March 7, 2011. A copy of the applicable provisions of the Bylaws may be obtained by any stockholder, without charge, upon written request to the Secretary of the Company at the address set forth below.

In addition to the foregoing, and in accordance with the rules of the SEC, in order for a stockholder proposal, relating to a proper subject, to be considered for inclusion in the Company's proxy statement and form of proxy relating to the Annual Meeting to be held in 2011, such proposal must be received by the Secretary of the Company by November 24, 2010 in the form required under and subject to the other requirements of the applicable rules of the SEC. If the date of the Annual Meeting to be held in 2011 is changed to a date more than 30 days earlier or later than May 6, 2011, the Company will inform the stockholders in a timely fashion of such change and the date by which proposals of stockholders must be received for inclusion in the proxy materials. Any such proposal should be submitted by certified mail, return receipt requested, or other means, including electronic means, that allow the stockholder to prove the date of delivery.

OTHER MATTERS TO COME BEFORE THE ANNUAL MEETING

If any matter not described herein should properly come before the Annual Meeting, the persons named in the proxy will vote the shares represented by them as they deem appropriate. At the date of this Proxy Statement, the Company knew of no other matters which might be presented for stockholder action at the Annual Meeting.

SECTION 16(a) BENEFICIAL OWNERSHIP COMPLIANCE REPORTING

Based solely upon its review of Forms 3 and 4 received by it and written representations from certain reporting persons that no Forms 5 were required for those persons, the Company believes that during 2009 all filing requirements applicable to its officers, directors and ten percent stockholders were complied with.

OTHER INFORMATION

Consolidated financial statements for the Company are included in the Annual Report to Stockholders for the year ended December 26, 2009 that accompanies this Proxy Statement. These financial statements are also on file with the SEC, 100 F Street, N.E., Washington, D.C. 20549 and with the NYSE. The Company's SEC filings are also available at the Company's website at [www.muellerindustries.com](http://www.muellerindustries.com) or the SEC's website at [www.sec.gov](http://www.sec.gov).

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K AS FILED FOR THE YEAR ENDED DECEMBER 26, 2009 (EXCLUDING EXHIBITS) OR, AS NOTED HEREIN, ANY OF THE COMPANY'S BOARD COMMITTEE CHARTERS, CORPORATE GOVERNANCE GUIDELINES, OR CODE OF ETHICS WILL BE FURNISHED, WITHOUT CHARGE, BY WRITING TO GARY C. WILKERSON, SECRETARY, MUELLER INDUSTRIES, INC., AT THE COMPANY'S PRINCIPAL PLACE OF BUSINESS (8285 TOURNAMENT DRIVE, SUITE 150, MEMPHIS, TENNESSEE 38125). UPON RECEIPT BY WRITING TO THE FOREGOING ADDRESS, THE COMPANY WILL ALSO FURNISH ANY OTHER EXHIBIT OF THE ANNUAL REPORT ON FORM 10-K UPON ADVANCE PAYMENT OF THE REASONABLE OUT-OF-POCKET EXPENSES OF THE COMPANY RELATED TO THE COMPANY'S FURNISHING OF SUCH EXHIBIT.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

Important Notice Regarding the Availability of Proxy Materials for the 2010 Annual General Meeting to be held on May 6, 2010.

The Proxy Statement and Annual Report are available at  
[HTTP://WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)

You will need the Control Number included on your proxy card. For the date, time, and location of the Annual General Meeting, please refer to “Solicitation of Proxies.” For information on how to attend and vote in person at the Annual General Meeting, an identification of the matters to be voted upon at the Annual General Meeting and the Board’s recommendations regarding those matters, please refer to “Solicitation of Proxies,” “Election of Directors” and “Appointment of Independent Registered Accounting Firm.”

#### HOUSEHOLDING OF ANNUAL MEETING MATERIALS

The SEC has enacted a rule that allows multiple investors residing at the same address the convenience of receiving a single copy of annual reports, proxy statements, prospectuses and other disclosure documents if they consent to do so. This is known as “Householding.” Please note, if you do not respond, Householding will start 60 days after the mailing of this notice. We will allow Householding only upon certain conditions. Some of those conditions are:

- ◆ You agree to or do not object to the Householding of your materials,
- ◆ You have the same last name and exact address as another investor(s).

If these conditions are met, and SEC regulations allow, your household will receive a single copy of annual reports, proxy statements, prospectuses and other disclosure documents.

You may revoke a prior Householding consent at any time by contacting Broadridge, either by calling toll-free at (800) 542-1061, or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York, 11717. We will remove you from the Householding program within 30 days of receipt of your response, following which you will receive an individual copy of our disclosure document.

By order of the Board of Directors  
Gary C. Wilkerson  
Corporate Secretary



Edgar Filing: MUELLER INDUSTRIES INC - Form DEF 14A

MUELLER INDUSTRIES, INC.  
 ATTN: GARY WILKERSON  
 8285 TOURNAMENT DRIVE-STE. 150  
 MEMPHIS, TN 38125

VOTE BY INTERNET - www.proxyvote.com  
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

Electronic Delivery of Future PROXY MATERIALS  
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903  
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

For All    Withhold All    For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends that you vote FOR the following:

      

1. Election of Directors  
     Nominees

01	Alexander P. Federbush	02	Paul J. Flaherty	03	Gennaro J. Fulvio	04	Gary S. Gladstein	05	Scott J. Goldman
06	Terry Hermanson	07	Harvey L. Karp						

The Board of Directors recommends you vote FOR the following proposal(s):

For Against Abstain

2. Approve the appointment of Ernst & Young LLP as independent auditors of the Company.           

NOTE: Such other business as may properly come before the meeting or any adjournment thereof. THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE SIGNED STOCKHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" ALL NOMINEES LISTED AND "FOR" PROPOSAL 2.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature  
[PLEASE SIGN Date  
WITHIN BOX]

Signature (Joint Date  
Owners)

---

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Annual Report, Notice & Proxy Statement is/are available at [www.proxyvote.com](http://www.proxyvote.com).

MUELLER INDUSTRIES, INC.

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS - MAY 6, 2010

This Proxy is Solicited on Behalf of the Board of Directors.

The undersigned hereby appoints Gary C. Wilkerson and Kent A. McKee, 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 6, 2010, 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.

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

Continued and to be signed on reverse side

---