

MUELLER INDUSTRIES INC  
Form DEF 14A  
April 01, 2013

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 [X]

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 2, 2013**

---

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 2, 2013, at 10:00 A.M. local time, for the following purposes:

1. To elect six directors, each to serve until the next annual meeting of stockholders (tentatively scheduled for May 1, 2014) 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 28, 2013;
3. To conduct an advisory vote on the compensation of the Company s named executive officers; and
4. 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 7, 2013, 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*

April 1, 2013

---

## TABLE OF CONTENTS

SOLICITATION OF PROXIES	1
VOTING SECURITIES	2
PRINCIPAL STOCKHOLDERS	3
ELECTION OF DIRECTORS	5
OWNERSHIP OF COMMON STOCK BY DIRECTORS AND EXECUTIVE OFFICERS AND INFORMATION ABOUT DIRECTOR NOMINEES	5
CORPORATE GOVERNANCE	13
Director Independence	13
Independent Directors	15
Audit Committee	15
Compensation Committee	16
Nominating and Corporate Governance Committee	16
Compensation Committee Interlocks and Insider Participation	19
Corporate Governance Guidelines	19
Code of Business Conduct and Ethics	19
Policies and Procedures for Approval of Related Party Transactions	20
Directors' Attendance at Annual Meetings of Stockholders	20
Communication With the Board of Directors	20
COMPENSATION DISCUSSION AND ANALYSIS	21
Executive Summary	21
Compensation Policies and Objectives	22
Determination of Compensation	22
Elements of Compensation	25
Compensation Decisions Relating to 2013	29
Tax Considerations	30
Compensation Risk Management	30
SUMMARY COMPENSATION TABLE FOR 2012	32
2012 GRANTS OF PLAN BASED AWARDS TABLE	34
OUTSTANDING EQUITY AWARDS AT FISCAL 2012 YEAR-END	38
2012 OPTION EXERCISES AND STOCK VESTED	40
POTENTIAL PAYMENTS UPON TERMINATION OF EMPLOYMENT OR CHANGE OF CONTROL AS OF THE END OF 2012	40
2012 DIRECTOR COMPENSATION	43
REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS(1)	45
REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION	46
EQUITY COMPENSATION PLAN INFORMATION	47
APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	47
APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	49
STOCKHOLDER NOMINATIONS FOR BOARD MEMBERSHIP AND OTHER PROPOSALS FOR 2014 ANNUAL MEETING	50
OTHER MATTERS TO COME BEFORE THE ANNUAL MEETING	51
SECTION 16(a) BENEFICIAL OWNERSHIP COMPLIANCE REPORTING	51
OTHER INFORMATION	52
NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS	52
HOUSEHOLDING OF ANNUAL MEETING MATERIALS	53

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

---

**PROXY STATEMENT**

**Annual Meeting of Stockholders**  
**May 2, 2013**

---

**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 2, 2013, 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 29, 2012, is first being mailed to stockholders on or about April 1, 2013. Pursuant to rules 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

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 and the advisory vote on the compensation of the Company's named executive officers.

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 28,114,779 shares of Common Stock outstanding at the close of business on March 7, 2013, 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 7, 2013 will be entitled to notice of, and to vote at, the Annual Meeting. The Company's Restated Certificate of Incorporation and Amended and Restated By-laws ( "Bylaws" ) do not provide for cumulative voting for the election of directors.

**PRINCIPAL STOCKHOLDERS**

As of March 7, 2013, 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	Percent of Class
	Beneficially Owned	
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	1,945,339(1)	6.92%(2)
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	1,764,188(3)	6.27%(2)
Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	1,710,647(4)	6.09%(2)
Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906	1,595,500(5)	5.70%(2)

- (1) This information is based on a Schedule 13G/A filed by BlackRock, Inc. ( BlackRock ) with the Securities and Exchange Commission on February 5, 2013. BlackRock filed this Schedule 13G/A on its own behalf and on behalf of its subsidiaries, BlackRock Japan Co. Ltd; BlackRock Institutional Trust Company, N.A; BlackRock Fund Advisors; BlackRock Asset Management Canada Limited; BlackRock Asset Management Australia Limited; BlackRock Advisors, LLC; BlackRock Investment Management, LLC; BlackRock Asset Management Ireland Limited; BlackRock Advisors (UK) Limited; BlackRock Investment Management (UK) Limited; and BlackRock International Limited.
- (2) The percent of class shown was based on the shares of Common Stock reported on the Schedule 13G/A and the total number of shares outstanding as of December 29, 2012. The difference in the total number of shares outstanding on December 29, 2012 and March 7, 2013 does not materially affect the percentage of ownership of the class.
- (3) This information is based on a Schedule 13G/A filed by The Vanguard Group, Inc. ( VGI ) with the Securities and Exchange Commission on February 12, 2013. According to the Schedule 13G/A, VGI has sole voting and dispositive power with respect to 35,504 and 1,730,284, respectively, of the shares shown. In addition, the Schedule 13G/A reported that Vanguard Fiduciary Trust Company ( VFTC ), a wholly-owned subsidiary of VGI, is the beneficial owner of 33,904 shares of the shares shown as a result of its serving as investment manager of collective trust accounts. VFTC directs the voting of these shares. The Schedule 13G/A also reported that Vanguard Investments Australia, Ltd. ( VIA ), a wholly-owned subsidiary of VGI, is the beneficial owner of 1,600 shares of the shares shown as a result of its serving as investment manager of Australian investment offerings.

- (4) This information is based on a Schedule 13G filing filed by Wellington Management Company, LLP ( Wellington ), in its capacity as an investment advisor. According to the Schedule 13G, Wellington. has shared voting and dispositive power with respect to 1,252,547 and 1,710,647, respectively, of the shares shown. In addition, the Schedule 13G reported that the securities as to which the Schedule 13G relate to are owned of record by clients of Wellington. The Schedule 13G discloses that (i) their clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities and (ii) no client is known to have such right or power with respect to more than five percent of this class of securities.
- (5) This information is based on a Schedule 13G/A filed by Franklin Resources, Inc. ( FRI ) with the Securities and Exchange Commission on February 12, 2013. 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 1,520,200 and 1,585,500, 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 ).



## **ELECTION OF DIRECTORS**

The Board of Directors proposes to elect the following six 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 1, 2014), or until the election and qualification of their successors: Gregory L. Christopher, Paul J. Flaherty, Gennaro J. Fulvio, Gary S. Gladstein, Scott J. Goldman and Terry Hermanson (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. The size of the Company's Board of Directors is currently seven directors, which will be reduced to six in conjunction with the Annual Meeting.

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 7, 2013, information about the 696,905 shares of Common Stock (calculated based on 28,114,779 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 2012 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 2013.

<b>Principal Occupation, Employment, etc.</b>	<b>Common Stock Beneficially Owned as of March 7, 2013</b>	<b>Percent of Class</b>
Alexander P. Federbush Director of the Company since February 17, 2005; age 70 (1)	18,000	*
Paul J. Flaherty Director of the Company since August 2, 2007; age 73 (2)	14,000	*
Gennaro J. Fulvio Director of the Company since May 9, 2002; age 56 (3)	23,623	*
Gary S. Gladstein Chairman of the Board of Directors since January 1, 2013; Director of the Company since July 1, 2000; age 68 (4)	42,736	*
Scott J. Goldman Director of the Company since January 1, 2008; age 60 (5)	5,017	*
Terry Hermanson Director of the Company since February 13, 2003; age 70 (6)	7,081	*
Gregory L. Christopher Chief Executive Officer of the Company since October 30, 2008; Director of the Company since October 28, 2010; age 51 (7)	228,245	*
Fabricio Bernal Managing Director - Mexico Operations of the Company since July 1, 2006; age 45		
Daniel R. Corbin Vice President - Corporate Manufacturing Engineering of the Company since January 1, 2013; age 55 (8)	6,600	*
Richard W. Corman Vice President - Controller of the Company since October 28, 2004; age 56 (9)	68,781	*
Melanie K. Franks Vice President - Operational Accounting of the Company since January 1, 2013; age 50 (10)	11,091	*

<b>Principal Occupation, Employment, etc.</b>	<b>Common Stock Beneficially Owned as of March 7, 2013</b>	<b>Percent of Class *</b>
John B. Hansen Executive Vice President of the Company since January 1, 2013; age 66 (11)	61,067	*
Jeffrey A. Martin Chief Financial Officer and Treasurer of the Company since February 14, 2013; age 46 (12)	33,971	*
Kent A. McKee Former Executive Vice President of the Company (from October 13, 2005 – October 26, 2012); former Chief Financial Officer of the Company (from April 1, 1999 – October 26, 2012); age 52 (13)	234,560	*
Mark Millerchip Executive Director – European Operations of the Company since May 28, 2010; age 46 (14)		
Nicholas W. Moss President - Retail Business of the Company since March 6, 2007; age 56 (15)	25,606	*
Douglas J. Murdock President - Fabricated Products of the Company since January 1, 2013; age 44 (16)	22,476	*
Steffen Sigloch President - Extruded Products of the Company since January 1, 2013; age 44 (17)	10,000	*
Gary C. Wilkerson Vice President, General Counsel and Secretary of the Company since May 2, 2005; age 66 (18)	118,611	*
Executive Officers and Directors as a Group	696,905	2.48%**

\* Less than 1%

\*\* Includes 263,243 shares of Common Stock which are subject to currently exercisable stock options and 179,600 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. The number of shares of Common Stock beneficially owned by Mr. Federbush includes (i) 1,000 shares of Common Stock owned by Mr. Federbush's spouse, (ii) 5,000 shares of Common Stock owned jointly between Mr. Federbush and his spouse, (iii) 1,000 shares of Common Stock owned by a corporation in which Mr. Federbush is an officer, (iv) 10,000 shares of Common Stock which are subject to currently exercisable stock options, and (v) 1,000 shares of non-vested restricted stock.

- (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 (i) 10,000 shares of Common Stock which are subject to currently exercisable stock options and (ii) 1,000 shares of non-vested restricted stock.
- (3) Mr. Fulvio has been a member of Fulvio & Associates, LLP, Certified Public Accountants, 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) 12,623 shares of Common Stock which are owned by Mr. Fulvio's spouse, and (iii) 1,000 shares of non-vested restricted stock.
- (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 Inversiones y Representaciones Sociedad Anónima and currently serves as a director of Darien Rowayton Bank. 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 (i) 10,000 shares of Common Stock which are subject to currently exercisable stock options and (ii) 1,000 shares of non-vested restricted stock.
- (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 (i) 4,000 shares of Common Stock which are subject to currently exercisable stock options and (ii) 1,000 shares of non-vested restricted stock.

- (6) Mr. Hermanson has been the principal and President of Mr. Christmas Incorporated, 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 (i) 4,000 shares of Common Stock which are subject to currently exercisable stock options and (ii) 1,000 shares of non-vested restricted stock.
- (7) Prior to October 30, 2008, Mr. Christopher served as Chief Operating Officer. The number of shares of Common Stock beneficially owned by Mr. Christopher includes (i) 15,595 shares of Common Stock which are subject to currently exercisable stock options, (ii) 72,400 shares of non-vested restricted stock, (iii) 900 shares of Common Stock owned jointly between Mr. Christopher and his spouse, (iv) 70,000 owned by a trust where his wife serves as beneficiary, (v) 40,000 owned by a trust where he serves as beneficiary and (vi) 3,400 shares of Common Stock which are owned by Mr. Christopher's children.
- (8) Mr. Corbin served as (i) Vice President - Copper Business from December 1, 2010 until January 1, 2013, and (ii) Vice President - Fittings and Distribution Business-Standard Products Division of the Company prior to December 1, 2010. The number of shares of Common Stock beneficially owned by Mr. Corbin includes 6,600 shares of non-vested restricted stock.
- (9) The number of shares of Common Stock beneficially owned by Mr. Corman includes (i) 42,680 shares of Common Stock which are subject to currently exercisable stock options and (ii) 6,200 shares of non-vested restricted stock.
- (10) Mrs. Franks served as (i) Vice President - Administration from December 20, 2010 until January 1, 2013, and (ii) Director of Shared Services-Standard Products Division of the Company prior to December 20, 2010. The number of shares of Common Stock beneficially owned by Mrs. Franks includes (i) 3,400 shares of Common Stock which are subject to currently exercisable stock options, (ii) 4,000 shares of non-vested restricted stock, (iii) 2,072 shares of Common Stock owned jointly between Mrs. Franks and her spouse, and (iv) 812 shares of Common Stock which are owned by Mrs. Franks' spouse.
- (11) Mr. Hansen served as (i) President-Plumbing Business of the Company from January 1, 2011 to January 1, 2013, (ii) President-Manufacturing Operations from May 18, 2009 until January 1, 2011 and (iii) Senior Vice President-Strategy and Industry Relations prior to May 18, 2009. The number of shares of Common Stock beneficially owned by Mr. Hansen includes (i) 20,100 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) 15,100 shares of non-vested restricted stock.

- (12) Mr. Martin served (i) as Interim Chief Financial Officer of the Company from October 26, 2012 to February 13, 2013, (ii) as Vice President - Corporate Development of the Company from January 11, 2011 to October 26, 2012, (iii) as Vice President-Finance & Corporate Development from August 1, 2008 to January 11, 2011, (iv) as Vice President-Operations, Standard Products Division prior to August 1, 2008. The number of shares of Common Stock beneficially owned by Mr. Martin includes (i) 503 shares of Common Stock owned jointly between Mr. Martin and his wife, (ii) 29,468 shares which are subject to currently exercisable stock options, and (iii) 4,000 shares of non-vested restricted stock.
- (13) The number of shares of Common Stock beneficially owned by Mr. McKee includes 29,100 shares of non-vested restricted stock.
- (14) Mr. Millerchip served as Managing Director Mueller Primaflow Limited prior to May 28, 2010.
- (15) The number of shares of Common Stock beneficially owned by Mr. Moss includes (i) 4,000 shares of Common Stock which are subject to currently exercisable stock options, and (ii) 19,100 shares of non-vested restricted stock.
- (16) Mr. Murdock served as the President Engineered Products Division of the Company prior to January 1, 2013. The number of shares of Common Stock beneficially owned by Mr. Murdock includes 20,200 shares of non-vested restricted stock.
- (17) Mr. Sigloch served as (i) Corporate Vice President Engineering and Manufacturing of the Company from January 1, 2012 to January 1, 2013 and (ii) Vice President Engineering and Manufacturing of Mueller Europe, Ltd, from July 1, 2011 to January 1, 2012. Prior to joining the Company on July 1, 2011, Mr. Sigloch served as Chief Executive Officer of Wieland Copper Products, LLC. The number of shares of Common Stock beneficially owned by Mr. Sigloch includes 10,000 shares of non-vested restricted stock.
- (18) The number of shares of Common Stock beneficially owned by Mr. Wilkerson includes (i) 100,000 shares of Common Stock which are subject to currently exercisable stock options, (ii) 2,611 shares of Common Stock owned jointly between Mr. Wilkerson and his wife and (iii) 16,000 shares of non-vested restricted stock.

#### **Meetings and Committees of the Board of Directors**

During 2012, the Board of Directors held nine 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 2012, 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 currently composed of three directors who are not officers or employees of the Company: Gennaro J. Fulvio (Chairman), Gary S. Gladstein and Scott J. Goldman. 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 (a) appoints the Company's independent accountants, (b) reviews and approves any major change in the Company's accounting policies, (c) reviews the scope and results of the independent audit, (d) reviews and considers the independence of the accountants, (e) reviews the effectiveness of the Company's internal audit procedures and personnel, (f) 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 (g) 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 currently composed of three directors who are not officers or employees of the Company: Paul J. Flaherty (Chairman), Gennaro J. Fulvio and Terry Hermanson. 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 fiscal year 2012, the Compensation Committee and the Option Plan Committee held seven formal meetings.

The Nominating and Corporate Governance Committee is currently composed of three directors who are not officers or employees of the Company: Scott J. Goldman (Chairman), Paul J. Flaherty and Terry Hermanson. 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 four formal meeting during fiscal year 2012.

The Board of Directors has currently implemented a leadership structure that separates the role of the Chief Executive Officer and the Chairman of the Board. The Board has determined that having an independent director serve as non-Executive Chairman of the Board is in the best interest of shareholders at this time. The Company believes that this structure currently assists the independent directors in the oversight of the Company and facilitates participation of the independent directors in setting agendas and establishing priorities and procedures for the work 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 (i) 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; (ii) 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; (iii) 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; (iv) 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 (v) 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.

### **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 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.

The Nominating and Corporate Governance Committee considers and assesses the implementation and effectiveness of its diversity policy in connection with Board nominations annually to assure that the Board contains an effective mix of individuals to best advance the Company's long-term business interests.

- 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. The Board believes that this is an appropriate policy because the Company's Bylaws allow a qualifying stockholder to nominate an individual for election to the Board, which proposal can be brought directly before a meeting of stockholders, as described below. In order for a qualifying stockholder to nominate an individual to the Board, written notice of such stockholder's intent to make such nomination must be 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 2014 Annual Meeting](#).

### **Compensation Committee Interlocks and Insider Participation**

During fiscal year 2012, Ian M. Cumming, Terry Hermanson, Paul J. Flaherty and Gennaro J. Fulvio served on the Compensation Committee. On September 23, 2012, and in connection with the Company's repurchase of shares of common stock (the "Repurchase") from Leucadia National Corporation ("Leucadia"), Mr. Cumming resigned as a member of the Compensation Committee. No member of the Compensation Committee was, during fiscal year 2012, an officer or employee of the Company or was formerly an officer of the Company. In addition, no member of the Compensation Committee, during fiscal year 2012, had any relationship requiring disclosure by the Company as a related party transaction under Item 404 of Regulation S-K except for Mr. Cumming, who was the Chairman and Chief Executive Officer of Leucadia. 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 2012.

### **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 2012 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**

### **Executive Summary**

This Compensation Discussion and Analysis provides an overview of how our named executive officers were compensated in 2012, as well as how this compensation furthers our established compensation philosophy and objectives.

As discussed more fully below, we believe in a pay for performance philosophy, such that a material portion of a named executive officer's compensation is dependent upon the achievement of both short-term and long-term strategic and financial performance. For 2012, we continued to reward named executive officers in a manner consistent with this philosophy by setting annual incentive targets based on the Company's achievement of a certain level of operating income. For the long-term component of compensation, we continued to grant equity awards, such that any long-term compensation opportunity will be directly tied to our stock performance.

New housing starts and commercial construction are important determinants of the Company's sales and income. Residential construction activity improved in 2012 but was still at relatively low levels. Commercial construction has also declined significantly in recent years. The Company has continued to be solidly profitable despite the recent downturns in many sectors of the economy. For 2012, the Company's operating income, excluding certain one-time items, decreased from \$129.3 million in 2011 to \$124.5 million in 2012, or approximately four percent. In 2012, operating income exceeded incentive targets for many of our businesses,

although we exceeded the targets by lesser amounts than in 2011. Accordingly, as compared to 2011, non-equity incentive compensation decreased for our named executive officers in 2012.

### **Compensation Policies and Objectives**

We believe in a pay for performance philosophy, such that the compensation of our executive officers is materially tied to both the short-term and long-term performance of the Company, considered in light of general economic and specific Company, industry, and competitive conditions. In light of this, we have designed our compensation programs for our executive officers to (i) motivate our executive officers to achieve certain strategic and financial goals and reward them for achieving such goals, (ii) align the long-term financial interests of our executive officers with those of our stockholders, (iii) encourage our executive officers to continue their service with the Company, and (iv) provide a means to attract additional talented executive officers when necessary.

### **Determination of Compensation**

For 2012, compensation for our Chief Executive Officer was determined by our Compensation Committee. For 2012, compensation decisions for our other named executive officers were made by our Compensation Committee after consideration of the recommendations of our Chief Executive Officer. Our Compensation Committee meets at least annually to determine all elements of our named executive officers' compensation, including base salary, annual incentive compensation, and long-term equity awards. Each element of compensation plays an important role in our compensation program, and we make compensation decisions regarding each element in the context of total compensation with a view to the aggregate value and effect of all other elements.

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 incentives and the amounts payable thereby at the end of each year, and the number and type of equity awards to be awarded, 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 our desire to attain certain strategic and financial goals and control cost. This requires that we consider subjective factors including

(i) an executive officer's performance against corporate objectives in recent years, (ii) the value of the executive officer's skills and capabilities in supporting the long-term performance of the Company, (iii) performance of each executive officer's specific management responsibilities, (iv) each executive officer's contribution as a member of the executive management team, and (v) whether each executive officer's total compensation potential and structure is sufficient to ensure the retention of the executive officer when considering the compensation potential that may be available elsewhere. As such, we make reasoned subjective determinations about compensation levels.

In 2012, Mr. Christopher's compensation was determined based on his successful management of the day-to-day activities of the Company and its subsidiaries, including but not limited to cost containment, manufacturing, purchasing, sales, marketing, distribution, finance, legal, and trade association activities. His incentive compensation was determined by the Company meeting specific adjusted operating income goals for the Company, as discussed below under the heading Annual Incentive Compensation.

In 2012, Mr. McKee's compensation was determined based on his strategic leadership of financial operations, which resulted in the strong financial position of the Company. During the term of his employment in 2012, his duties included day-to-day management of corporate accounting, finance, credit, tax, business development, shared services and investor relations. On October 26, 2012, Mr. McKee stepped down from his positions with the Company to pursue other opportunities, as discussed more fully below under Elements of Compensation Separation Agreement with Mr. McKee. Consistent with the terms of his separation agreement, Mr. McKee's annual bonus in respect of the 2012 fiscal year was determined in accordance with the terms of our 2012 annual incentive program, without regard to his termination. His incentive compensation was determined by the Company meeting specific adjusted operating income targets, as discussed below under the heading Annual Incentive Compensation.

In 2012, Mr. Martin's compensation was determined based on his participation in the ongoing search and analysis of business opportunities, during his term as Vice President Corporate Development, and day-to-day management of corporate accounting, finance, credit, tax, shared services and investor relations during his term

as interim Chief Financial Officer. His incentive compensation was determined by the Company meeting specific adjusted operating income goals for the Company, as discussed below under the heading Annual Incentive Compensation.

In 2012, Mr. Moss's compensation was determined based on his successful management of our retail products business, including, but not limited to his expansion of product line offerings, favorable negotiation of supply chain agreements, and sales and marketing activities. His incentive compensation was determined by the Company meeting specific adjusted operating income targets, as discussed below under the heading Annual Incentive Compensation.

In 2012, Mr. Murdock's compensation was determined based on his successful management of Engineered and HVACR Products, including, but not limited to sales, marketing, manufacturing, engineering, new product development, supply chain, and industry association activities. His incentive compensation was determined by Engineered and HVACR Products meeting specific adjusted operating income targets as discussed below under heading Annual Incentive Compensation.

In 2012, Mr. Sigloch's compensation was determined based on his strategic leadership of the Company's manufacturing and engineering activities and specifically the modernization of the Company's core businesses which requires unique industry-specific know-how and his management of the Rod business including but not limited to sales, marketing, manufacturing, purchasing and trade association activities. His incentive compensation was determined by the Company meeting specific adjusted operating income targets, as discussed below under the heading Annual Incentive Compensation.

In making compensation decisions, our Compensation Committee relies on the members' general knowledge of our industry, supplemented by advice from our Chief Executive Officer based on his knowledge of our industry in markets in which we participate. From time to time, we conduct informal analyses of compensation practices and our Compensation Committee may review broad-based third-party surveys to obtain a general understanding of current compensation practices.

At our 2012 Annual Meeting, we held our second annual non-binding stockholder advisory vote on executive compensation. As reported in the Company's Form 8-K, filed on May 3, 2012, a substantial number of shares voted were in favor of the compensation of our named executive officers as disclosed in the proxy statement for the 2012 Annual Meeting. The Compensation Committee believes

that the vote confirms its view that the Company's compensation programs are centered on a pay for performance philosophy and are appropriate and effective in creating value. Accordingly, the Compensation Committee made no direct changes to the Company's executive compensation program as a result of the vote. Our Compensation Committee will consider the outcome of this year's stockholder advisory vote on executive compensation as it makes future compensation decisions.

### **Elements of Compensation**

Our compensation program for our named executive officers is composed of six elements: (i) base salary, (ii) traditional benefits, (iii) annual incentive compensation, (iv) long-term equity incentive compensation, (v) perquisites, and (vi) for our Chief Executive Officer, post-employment and change-in-control compensation. Each element of compensation plays an important part in our overall compensation policies and objectives.

#### *Base Salary and Traditional Benefits*

We provide base salary and traditional benefits such as group health, disability, and life insurance benefits, as well as matching contributions to our 401(k) plan, as a means of providing a base level of compensation for services performed, to encourage the continued service of our executive officers and to attract additional talented executive officers when necessary. Salaries paid to our named executive officers are set forth in the Summary Compensation Table for 2012. 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 2012, base salary increases ranged from 1.3% to 6.9% for our named executive officers. These adjustments were effective as of March 26, 2012.

#### *Annual Incentive Compensation*

Each of our named executive officers received annual incentive compensation in 2012, based upon the Company's actual performance for the period relative to the pre-established targets (as described below) based upon adjusted operating income targets. The Compensation Committee's intent was that the incentive compensation payable to Mr. Christopher will qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code, with his award being made under the Company's 2011 Annual Bonus Plan.

For 2012, the Compensation Committee established performance targets for the year in January, 2012. We calculated the awards for our named executive officers 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. The incentive grade level factor for the named executive officers was established at 100% for Messrs. Christopher and McKee, at 75% for Messrs. Moss and Murdock, 60% for Mr. Martin, and at 70% for Mr. Sigloch. Mr. Sigloch's incentive grade level factor of 70% reflects a blended rate, as his incentive grade level factor was increased from 60% to 75% mid-year. Based upon the recommendation of Mr. Christopher, the Compensation Committee established operating income of \$115 million subject to certain adjustments, as the consolidated Company performance factor, which applied to Messrs. Christopher, McKee, Martin, Moss and Sigloch, and established \$12.7 million subject to certain adjustments, as the Engineering Products Division performance factor, which applied to Mr. Murdock. 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 and McKee and capped at 150% for Messrs. Martin, Moss, Murdock, and Sigloch), and decreased by 3 percentage points for each 1 percentage point that actual performance is less than the target. As a result of 2012 performance, the payments to Messrs. Christopher and McKee were 110% (100% grade level factor times 110% performance factor), for Mr. Moss was 82.5% (75% grade level factor times 110% performance factor), for Mr. Sigloch was 77% (70% grade level factor times 110% performance factor), for Mr. Martin was 66% (60% grade level factor times 110% performance factor), and for Mr. Murdock was 84% (75% grade level factor times 112% performance factor).

In 2012, in addition to receiving annual incentive compensation, Messrs. Christopher, Martin and Moss received discretionary incentive compensation awards of \$350,000, \$40,000 and \$40,000, respectively. These discretionary awards were paid in recognition of each recipient's successful completion of their duties and responsibilities and their outstanding service, leadership and commitment to the well-being of the Company.

#### *Long-Term Equity Incentive Program*

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 restricted stock to our named executive officers, as discussed below. Generally, our equity incentive awards have been granted subject to three- or five-year vesting schedules, which we believe rewards outstanding service by our named executive officers and provides us with an effective mechanism to incentivize our named executive officers to achieve long-term financial success for the Company, to provide a strong retention incentive, and to align the interests of our named executive officers with the long-term interest of our shareholders.

Long-term equity incentive 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. Long-term equity incentive awards to our Chief Executive Officer are granted annually based on the determinations of our Compensation Committee. In recent years, it has been the Company's practice to issue long-term equity incentive awards to certain executives and other employees in late July following release of the Company's second quarter and six-month operating results. In view of our stock's performance during the economic recession, the Compensation Committee concluded that restricted stock provided a better method to retain and reward our executives. In determining which named executive officers should receive restricted stock awards during 2012, 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. In 2012, we granted shares of restricted stock to our named executive officers covering an aggregate of 78,000 shares, which vest (i) in the case of Mr. Martin, 50% on the third anniversary of the date of grant, and 25% per year on each of the fourth and fifth anniversaries of the date of grant, or (ii) in the case of the other named executive officers, 20% per year on each of the first five anniversaries of the date of grant, subject to earlier vesting in connection with a change in control or a termination of employment due to death, disability, or, in the case of Messrs. Christopher and McKee only, by us without cause or by the executive officer for good reason. Given the importance of long-term equity incentive awards in our compensation program, the Compensation Committee believed that it was appropriate to provide for accelerated vesting to

compensate our executive officers for their contributions to the Company and to provide them with assurance that they will not be disadvantaged with respect to their equity awards in the event of a change in control or an involuntary termination of employment.

*Perquisites*

We offer certain perquisites to our named executive officers, which we view as an added element of our executive compensation program designed to attract, retain and reward our named executive officers. The perquisites we provided in fiscal 2012 were as follows: estate and tax planning, certain club memberships, Company incentive trips, personal use of our Company airplane, spousal travel reimbursements, executive physicals and reimbursement of the income tax liabilities associated with certain perquisites. 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 offer Company incentive trips to reward top achievers in our organization. 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.

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

We are party to an employment agreement with Mr. Christopher. When entered into, this agreement was thought to be in line with market practice and enabled us to be competitive and retain top talent. As discussed below under the heading Narrative Disclosure to Summary Compensation Table and Grant of Plan Based Awards Table - Employment Agreement, the agreement provides that our Chief Executive Officer will be entitled to receive certain severance payments and benefits upon a resignation for good reason, a termination without cause (as each is defined in the employment agreement), or upon a resignation in connection with a change in control (as defined in the employment agreement). We provide this ability to resign following a change in control as an added incentive and reward



for Mr. Christopher 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. As discussed below under Compensation Decisions Relating to 2013 Amendment to Mr. Christopher's Employment Agreement, in February 2013, Mr. Christopher voluntarily waived his right to the excise tax gross-up protections previously provided for in his employment agreement. 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.

*Separation Agreement with Mr. McKee*

On November 7, 2012, we entered into a separation agreement with Mr. McKee, pursuant to which Mr. McKee agreed to remain available to provide transition assistance to us through the filing of our annual report on Form 10-K for the fiscal year ending December 29, 2012. Pursuant to the separation agreement, in consideration for these services and Mr. McKee's agreement to execute a customary general release of claims in our favor and to be bound by customary noncompete and nonsolicit covenants that will apply through July 28, 2014, Mr. McKee will be entitled to receive certain severance payments and benefits in connection with his separation, as discussed below under Narrative Disclosure to Summary Compensation Table and Grant of Plan Based Awards Table Separation Agreement with Mr. McKee. We entered into this agreement with Mr. McKee to provide an added incentive for Mr. McKee to remain available to assist us through the filing of our Form 10-K. In addition, the separation agreement with Mr. McKee provides us with a certain level of protection against competition and solicitation of customers and employees.

**Compensation Decisions Relating to 2013**

*Amendment to Mr. Christopher's Employment Agreement*

On February 14, 2013, the Company and Mr. Christopher executed an amendment to Mr. Christopher's employment agreement. At the request of Mr. Christopher and without any additional consideration, the amendment eliminated his right to receive excise tax gross-up payments in the event that excise taxes would be imposed under Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, or any other similar tax would be imposed.

### *2013 Appointments*

Effective February 14, 2013, Mr. Martin was appointed to serve as the Company's Chief Financial Officer. Prior to this appointment, Mr. Martin served as interim Chief Financial Officer since October 26, 2012, following Mr. McKee's separation. Effective January 1, 2013, Messrs. Murdock and Sigloch were appointed to serve as the Company's President - Fabricated Products and President - Extruded Products, respectively. Prior to these appointments, Messrs. Murdock and Sigloch served as the President - Engineered Products Division of the Company and as the Corporate Vice President - Engineering and Manufacturing of the Company, respectively.

### **Tax Considerations**

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 the four other highest-paid executive officers employed at the end of that company's fiscal year. Qualifying performance-based compensation is not subject to this deduction limitation if certain requirements are met. In May 2011, our stockholders at our Annual Meeting approved the Mueller Industries, Inc. 2011 Annual Bonus Plan, and in May 2009, our stockholders at our Annual Meeting approved the 2009 Stock Incentive Plan. Compensation paid under these plans will qualify as performance-based compensation and thus will be fully deductible by us. 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.

### **Compensation Risk Management**

In establishing compensation programs for the Company's executive officers and non-executive employees, the Compensation Committee and senior management of the Company, respectively, consider the potential effect(s) of such programs on the Company, as well as whether such programs create appropriate incentives. The only

component of employee compensation that might pose a risk of having an adverse effect is annual cash incentive compensation, which is intended to incentivize our employees to achieve short-term financial performance objectives, and ties a portion of an employee's compensation to the achievement of such objectives. While annual cash incentive compensation encourages risk taking on the part of the Company's employees in their efforts to achieve these objectives, the Company believes that the risk is well managed and the level of risk is acceptable. Moreover, certain senior management members have a substantial portion of their compensation in the form of equity awards that are long-term in nature. We believe this counter balances any motivation to unduly favor excessive short-term risk taking. We also believe that the applicable performance objectives create appropriate incentives for our employees from year-to-year. Risk is further reduced by the fact that annual cash incentives are awarded on a discretionary basis; any known excessive risk taking could result in a reduction or elimination of the annual payment. Furthermore, our Chief Executive Officer and Chief Financial Officer are subject to clawback provisions under the Sarbanes-Oxley Act of 2002.

For these reasons we believe that our compensation policies and practices are not likely to have a material adverse effect on the Company.

**SUMMARY COMPENSATION TABLE FOR 2012**

The following table shows compensation of our principal executive officer, our principal financial officer, our former principal financial officer and other named executive officers for the 2012, 2011, and 2010 fiscal years, as applicable.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(4)	Option Awards (\$)	Non-Equity	All Other Compensation (\$)	Total (\$)
						Incentive Plan Compensation (\$)		
<b>Current Named Executive Officers</b>								
Gregory L. Christopher Chief Executive Officer and Director	2012	723,834	350,000(3)	1,304,170		796,217	107,988(6)	3,282,209
	2011	704,862		1,175,210		1,360,383	91,836	3,332,291
	2010	651,923		570,720	238,650	1,245,173	50,380	2,756,846
Jeffrey A. Martin(1)(2) Chief Financial Officer	2012	198,969	40,000(3)	84,140		131,320	10,000(7)	464,429
Nicholas W. Moss(2) President - Retail Business	2012	325,680	40,000(3)	420,700		268,686	31,482(8)	1,086,548
Douglas J. Murdock(2) President Fabricated Products	2012	261,112		420,700		219,334	40,790(9)	941,936
Steffen Sigloch(2) President Extruded Products	2012	243,212		420,700		186,851	105,884(10)	956,647
<b>Former Named Executive Officers</b>								
Kent A. McKee Former Executive Vice President and Chief Financial Officer	2012	355,288		966,312(5)	855,968(5)	452,203	102,885(11)	2,732,656
	2011	399,000		663,425		770,070	24,663	1,857,158
	2010	377,308	34,000	344,400	159,100	720,658	19,420	1,654,886

- (1) Mr. Martin was appointed to serve as the Company's interim Chief Financial Officer effective October 26, 2012.
- (2) Messrs. Martin, Moss, Murdock and Sigloch were not named executive officers prior to 2012. Accordingly, only compensation information for the first fiscal year in which they became named executive officers is reported in the Summary Compensation Table.
- (3) Amounts reported represent discretionary bonuses paid to Messrs. Christopher, Martin and Moss in 2012, as discussed above under Compensation Discussion and Analysis Annual Incentive Compensation.
- (4) This column represents the aggregate grant date fair value of awards granted to our named executive officers in 2012, 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

## Edgar Filing: MUELLER INDUSTRIES INC - Form DEF 14A

fiscal year ended December 29, 2012. The amounts above reflect the Company's aggregate expense for these awards and do not necessarily correspond to the actual value that will be recognized by the named executive officers.

- (5) In October 2012, the Company entered into a separation and release agreement with Mr. McKee, the Company's former Executive Vice President and Chief Financial Officer. The Company's incremental expense in 2012 associated with the extension of the vesting period applicable to his outstanding equity awards under the separation and release agreement was \$855,968 and \$355,262 for option awards and stock awards, respectively. See the narrative discussion following the Potential Payments Upon Termination or Change in Control table below for more details on this agreement.
- (6) Mr. Christopher's other compensation includes a matching contribution to the Company's 401(k) Plan, \$20,760 in restricted stock dividends, other perquisites consisting of the incremental cost incurred by the Company to operate the Company's aircraft in connection with Mr. Christopher's personal use of the aircraft, club membership, Company incentive trips, personal tax and estate planning, and an executive physical, and a \$30,500 reimbursement of the income tax liabilities associated with certain perquisites.
- (7) Mr. Martin's other compensation includes a matching contribution to the Company's 401(k) Plan.
- (8) Mr. Moss's other compensation includes a matching contribution to the Company's 401(k) Plan, restricted stock dividends, personal tax and estate planning and an executive physical.
- (9) Mr. Murdock's other compensation includes a matching contribution to the Company's 401(k) Plan, restricted stock dividends, other perquisites consisting of club membership, reimbursement for family travel expenses incurred while Mr. Murdock was attending an out-of-state business training course, Company incentive trips and personal tax and estate planning, and reimbursement of the income tax liabilities associated with certain perquisites.
- (10) Mr. Sigloch's other compensation includes a matching contribution to the Company's 401(k) Plan, \$25,000 in relocation expenses incurred in connection with Mr. Sigloch's relocation following his assignment in the United Kingdom to Memphis, Tennessee, and \$70,884 in legal expenses incurred in connection with Mr. Sigloch's repatriation.
- (11) Mr. McKee's other compensation includes a matching contribution to the Company's 401(k) Plan, \$58,057 in severance payments, \$12,760 in restricted stock dividends, other perquisites consisting of club membership, Company incentive trips, and personal tax and estate planning, and reimbursement of the income tax liabilities associated with certain perquisites.

## 2012 GRANTS OF PLAN BASED AWARDS TABLE

The following table sets forth summary information regarding all grants of plan-based awards made to our named executive officers for the fiscal year ended December 29, 2012.

Name	Grant Date	Estimated Possible Payouts			All Other Stock Awards: Number of Shares of	Closing Price of Stock on Grant Date (\$/Sh)	Grant Date Fair Value of Stock And Option (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)			
<b>Current Named Executive Officers</b>							
Gregory L. Christopher		N/A(1)	723,834	1,447,668			
	7/27/2012				31,000(2)	42.07	1,304,170
Jeffrey A. Martin	7/27/2012	N/A(1)	119,382	179,072	2,000(3)	42.07	84,140
Nicholas W. Moss	7/27/2012	N/A(1)	244,260	366,390			
	7/27/2012				10,000(2)	42.07	420,700
Douglas J. Murdock	7/27/2012	N/A(1)	195,834	293,751	10,000(2)	42.07	420,700
Steffen Sigloch	7/27/2012	N/A(1)	169,864	254,796			
	7/27/2012				10,000(2)	42.07	420,700
<b>Former Named Executive Officers</b>							
Kent A. McKee		N/A(1)	411,093	822,187			
	7/27/2012				15,000(2)	42.07	631,050

- (1) Because of the nature of the formulas used for determining annual incentive compensation, there are no threshold amounts.
- (2) Shares of restricted stock will vest 20% per year on each of the first five anniversaries of the date of grant, subject to earlier vesting in connection with a change in control or a termination of employment due to death, disability, or, in the case of Mr. Christopher only, by us without cause or by Mr. Christopher for good reason. Pursuant to the terms of his separation and release agreement, Mr. McKee's shares of restricted stock will continue to vest in accordance with the vesting schedule set forth in his award agreement until August 1, 2015 as if he remained employed through such date.
- (3) Shares of restricted stock will vest 50% on the third anniversary of the date of grant, and 25% per year on each of the fourth and fifth anniversaries of the date of grant.

## Narrative Disclosure to Summary Compensation Table and Grant of Plan Based Awards Table

### *Employment Agreement with Mr. Christopher*

We are party to an amended and restated employment agreement with Gregory L. Christopher, our Chief Executive Officer, dated October 30, 2008, as amended on February 14, 2013. 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 (to be adjusted upward annually at a rate commensurate with increases granted to other key executives) and discretionary cash incentive compensation in an amount consistent with the executive incentive compensation 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. Mr. Christopher's employment may be terminated by the Company without cause or by Mr. Christopher for good reason upon appropriate written notice. In either such event, Mr. Christopher will continue to receive his then-current base salary as if his employment had continued for the remainder of the then-current term and annual incentive compensation for the remainder of the then-current term equal to the average incentive compensation for the three calendar years immediately preceding the written notice of termination. In addition, all outstanding unvested Company stock options then held by Mr. Christopher will immediately vest and become exercisable and Mr. Christopher will continue to participate in our health plans and programs at his expense until he reaches age 65. In addition, we will pay Mr. Christopher an amount equal to the monthly cost of continuation coverage under COBRA until he reaches age 65.

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

terminated for cause or if Mr. Christopher voluntarily resigns for any reason other than good reason, his right to receive his base salary, incentive compensation 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. Christopher may resign his employment for any reason following a change in control. In such event, the Company will pay to Mr. Christopher 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 incentive compensation 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, we will pay Mr. Christopher an amount equal to the monthly cost of continuation coverage under COBRA until he reaches age 65, and all outstanding unvested stock options then held by Mr. Christopher shall become immediately exercisable. Prior to the amendment of his employment agreement in February 2013, Mr. Christopher was entitled to a gross-up payment from the Company to cover any payment subject to the excise tax imposed by the golden parachute regulations under the Internal Revenue Code. The amendment to Mr. Christopher's employment agreement eliminated this entitlement, as discussed above under Compensation Discussion and Analysis Compensation Decisions Relating to 2013 Amendment to Mr. Christopher's Employment Agreement.

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.

#### *Separation Agreement with Mr. McKee*

In November 2012, the Company entered into a separation and release agreement with Mr. McKee, the Company's former Executive Vice President and Chief Financial Officer. See the narrative discussion following the Potential Payments Upon Termination or Change in Control table for details on this agreement.



*2011 Annual Bonus Plan*

We maintain the 2011 Annual Bonus Plan, which was approved by our stockholders at our Annual Meeting in May 2011. The 2011 Annual Bonus Plan is designed to comply with the performance-based compensation exemption from Section 162(m) of the Code by providing certain employees of the Company with incentive compensation based upon achievement of pre-established performance goals. Our Compensation Committee administers the 2011 Annual Bonus Plan and is empowered to set performance goals and select participants that will be eligible to earn a bonus of incentive compensation based on the attainment of these pre-established performance goals.

*2009 Stock Incentive Plan*

We maintain the 2009 Stock Incentive Plan, which was approved by our stockholders at our Annual Meeting in May 2009. Our Compensation Committee administers the 2009 Stock Incentive Plan and is authorized to, among other things, designate participants, grant awards, determine the number of shares of Common Stock to be covered by awards and determine the terms and conditions of any awards, and construe and interpret the 2009 Stock Incentive Plan and related award agreements. The 2009 Stock Incentive Plan reserves 750,000 shares of our Common Stock for issuance, subject to adjustment in the event of any change in the outstanding Common Stock or the capital structure of the Company or any other similar corporate transaction or event.

### OUTSTANDING EQUITY AWARDS AT FISCAL 2012 YEAR-END

The following table sets forth summary information regarding the outstanding equity awards held by our named executive officers as of December 29, 2012.

Name	Grant Date	Option Awards(1)			Stock Awards		
		Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Exercised Options (#)	Exercise Price (\$)	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>Current Named Executive Officers</b>							
Gregory L. Christopher(2)	02/10/2004	6,532		20.72	02/10/2014		
	02/23/2005	3,203		31.22	02/23/2015		
	07/28/2006	2,853		35.05	07/28/2016		
	07/27/2007	2,709		36.91	07/27/2017		
	07/25/2008		12,000	26.49	07/25/2018		
	07/30/2009	298	10,000	23.83	07/30/2019	4,000	198,520
	07/23/2010		18,000	24.48	07/23/2020	12,600	625,338
	07/28/2011					24,800	1,230,824
	07/27/2012					31,000	1,538,530
Jeffrey A. Martin(4)	02/10/2004	4,668		20.72	02/10/2014		
	02/23/2005	3,000		31.22	02/23/2015		
	07/28/2006	5,000		35.05	07/28/2016		
	07/27/2007	6,000		36.91	07/27/2017		
	07/25/2008	4,800	1,200	26.49	07/25/2018		
	07/30/2009	3,600	2,400	23.83	07/30/2019		
	07/23/2010	2,400	3,600	24.48	07/23/2020		
	07/28/2011					2,000	99,260
	07/27/2012					2,000	99,260
Nicholas W. Moss(3)	07/23/2010	4,000	6,000	24.48	07/23/2020	3,500	173,705
	07/28/2011					5,600	277,928
	07/27/2012					10,000	496,300
Douglas J. Murdock(3)	07/25/2008		2,800	26.49	07/25/2018		
	07/30/2009		4,800	23.83	07/30/2019	1,200	59,556
	07/23/2010		9,000	24.48	07/23/2020	1,800	89,334
	07/28/2011					7,200	357,336
	07/27/2012					10,000	496,300
Steffen Sigloch(3)	07/27/2012					10,000	496,300

Name	Grant Date	Option Awards(1)			Stock Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Exercise Price (\$)	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>Former Named Executive Officers</b>							
Kent A. McKee(2)	07/25/2008		7,000	26.49	07/25/2018		
	07/30/2009		8,000	23.83	07/30/2019	2,000	99,260
	07/23/2010		12,000	24.48	07/23/2020	7,600	377,188
	07/28/2011					10,500	521,115
	07/27/2012					9,000	446,670

- (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, subject to earlier vesting in connection with a change in control. In addition, in the event that Mr. Christopher's employment is terminated by the Company without cause or by Mr. Christopher for good reason, all outstanding unvested Company stock options then held by Mr. Christopher will immediately vest and become exercisable. Pursuant to the terms of his separation and release agreement, Mr. McKee's options will continue to vest in accordance with the vesting schedule set forth in the applicable award agreements until August 1, 2015 as if he remained employed through such date, and all of his vested options will expire on the earlier of (i) the expiration date of the options as set forth in the applicable award agreements and reflected in the Option Expiration Date column above (without regard to his termination), or (ii) October 30, 2015.
- (2) Shares of restricted stock granted to Messrs. Christopher and McKee 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, subject to earlier vesting in connection with a change in control or a termination of employment due to death, disability, by us without cause or by the executive officer for good reason. Pursuant to the terms of his separation and release agreement, Mr. McKee's shares of restricted stock will continue to vest in accordance with the vesting schedules set forth in the applicable award agreements until August 1, 2015 as if he remained employed through such date.
- (3) Shares of restricted stock granted to Messrs. Moss, Murdock and Sigloch 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, and shares of restricted stock granted in 2011 and 2012 will be subject to earlier vesting in connection with a change in control or a termination of employment due to death or disability.
- (4) Shares of restricted stock granted to Mr. Martin will vest 50% on the third anniversary of the date of grant, and 25% per year on each of the fourth and fifth anniversaries of the date of grant.

**2012 OPTION EXERCISES AND STOCK VESTED**

The following table sets forth the value realized by each of our named executive officers as a result of the exercise of options and the vesting of restricted stock during the fiscal year ended December 29, 2012.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(2)
<b>Current Named Executive Officers</b>				
Gregory L. Christopher	239,978	5,540,965	24,300	1,031,400
Jeffrey A. Martin				
Nicholas W. Moss			3,900	165,231
Douglas J. Murdock	9,200	169,550	5,500	233,808
Steffen Sigloch				
<b>Former Named Executive Officers</b>				
Kent A. McKee	211,902	4,573,359	14,700	623,934

- (1) The amounts shown in the Value Realized on Exercise column equal the number of options exercised multiplied by the difference between the market value of a share of the Company's stock at the time of exercise and the stock option exercise price.
- (2) The amounts shown in the Value Realized on Vesting Column equal the number of shares vested multiplied by the market value of the Company's stock on the vesting date.

**POTENTIAL PAYMENTS UPON TERMINATION OF EMPLOYMENT  
OR CHANGE OF CONTROL AS OF THE END OF 2012**

Pursuant to the employment agreement with our Chief Executive Officer and the equity award agreements with our other named executive officers, upon a change in control or certain terminations of employment, our named executive officers are entitled to payments of compensation and benefits and/or accelerated vesting of equity awards, in each case as described below. The table below reflects the amount of compensation and benefits payable to each named executive officer in the event of (i) a change in control, (ii) an involuntary termination without cause or a resignation for good reason, and (iii) a termination by reason of death or disability. The named executive officers are not entitled to any payments in connection with a termination for cause or a resignation without good reason, except that Mr. Christopher may resign without good reason following a change in control and collect severance, as

described below. The amounts shown assume the applicable triggering event occurred on December 29, 2012, and therefore are estimates of the amounts that would be paid to the named executive officers upon the occurrence of such triggering event.

Mr. McKee is not included in the table below because he was not employed as of December 29, 2012. For more information regarding the amounts payable to Mr. McKee in connection with his separation, refer to the narrative discussion following the table below.

Name	Triggering Event	Salary & Bonus (\$)	Benefits (\$)	Accelerated Vesting of Equity Awards (\$)	Total (\$)
Gregory L. Christopher	Termination Without Cause or for Good Reason	5,939,316(1)	228,994(3)	4,581,702(4)	10,750,012
	Termination Due to Death or Disability	796,217(2)		3,593,212(5)	4,389,429
	Change in Control(6)	5,939,316(1)	228,994(3)	4,581,702(4)	10,750,012
Jeffrey A. Martin	Termination Without Cause or for Good Reason				
	Termination Due to Death or Disability				
	Change in Control				
Nicholas W. Moss	Termination Without Cause or for Good Reason				
	Termination Due to Death or Disability			774,228(5)	774,228
	Change in Control			1,098,833(4)	1,098,833
Douglas J. Murdock	Termination Without Cause or for Good Reason				
	Termination Due to Death or Disability			853,636(5)	853,636
	Change in Control			1,417,546(4)	1,417,546
Steffen Sigloch	Termination Without Cause or for Good Reason				
	Termination Due to Death or Disability			496,300(5)	496,300
	Change in Control			496,300(4)	496,300

- (1) Includes the value of base salary continuation and annual incentive compensation equal to the average annual incentive compensation actually paid in the immediately preceding three years for the remainder of the term of the agreement as of December 29, 2012, which is payable on an involuntary termination without cause or a resignation for good reason or a resignation for any reason following a change in control. If Mr. Christopher resigns following a change in control, the amounts will be paid in a lump sum within 30 days following termination.
- (2) Includes the value of a pro-rata bonus for the year of termination. The pro-rata bonus amount listed represents Mr. Christopher's 2012 bonus paid pursuant to our 2012 annual incentive program.
- (3) Includes the value of continued participation in the Company's benefit plans following termination of employment until age 65, which is payable on an involuntary termination without cause or a resignation for good reason or a resignation for any reason following a change in control.
- (4) Includes the value of accelerated vesting of unvested shares of restricted stock and unvested stock options as of December 29, 2012, based on a per share value of \$49.63. Unvested stock options, unvested shares of restricted stock granted to named executive officers other than Mr. Martin in 2011 and 2012, as applicable, and unvested shares of restricted stock granted to Mr. Christopher will vest automatically in connection with a change in control. In addition, pursuant to his employment agreement, all outstanding stock options held by Mr. Christopher will vest in connection with a termination by us without cause or a resignation by Mr. Christopher for good reason or for any reason following a change in control.
- (5) Includes the value of accelerated vesting of certain unvested shares of restricted stock as of December 29, 2012, based on a per share value of \$49.63. Unvested shares of restricted stock granted to named executive officers other than Mr. Martin in 2011 and 2012, as applicable, and unvested shares of restricted stock granted to Mr. Christopher, will vest automatically in connection with a termination due to death or disability.
- (6) As of December 29, 2012, Mr. Christopher's employment agreement provided for a gross-up payment to cover excise taxes imposed by the golden parachute regulations under the Internal Revenue Code, however, assuming that the applicable triggering event occurred on December 29, 2012, no gross-up payment would have been due. Mr. Christopher's gross-up provisions were eliminated from his employment agreement in 2013, as discussed above under Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table.

*Separation Agreement with Mr. McKee*

In connection with his separation, on November 7, 2012, Mr. McKee entered into a separation agreement with the Company, pursuant to which Mr. McKee, subject to his execution and non-revocation of a customary general release of claims in favor of the Company and its affiliates and his compliance with certain customary noncompete and nonsolicit covenants through July 28, 2014, will be

entitled to: (i) continued payment of his base salary of \$414,544 per annum through July 28, 2014; (ii) payment of an annual bonus in respect of the 2012 fiscal year in an amount to be determined in accordance with the terms of our 2012 annual incentive program, to be paid at such time as annual bonuses in respect of the 2012 fiscal year are paid to other senior executives of the Company; (iii) payment of an amount equal to \$496,909, to be paid at such times as annual bonuses in respect of the 2013 fiscal year are paid to other senior executives of the Company; (iv) continued vesting of unvested options to purchase shares of the Company's common stock and unvested shares of restricted common stock previously granted through August 1, 2015; (v) continued exercisability of vested stock options until the earlier of (A) the expiration date of the stock options as set forth in the applicable award agreements (without regard to his termination), or (B) October 30, 2015; and (vi) to the extent permitted by applicable law, payment of an amount equal to his monthly COBRA premium cost for up to eighteen months.

### 2012 DIRECTOR COMPENSATION

The table below summarizes the total compensation we paid to our non-employee directors for the fiscal year ended December 29, 2012.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	Total (\$)
Ian M. Cumming	67,250	46,380	30,118	143,748
Alexander P. Federbush	214,650	46,380	30,118	291,148
Paul J. Flaherty	71,400	46,380	30,118	147,898
Gennaro J. Fulvio	77,150	46,380	30,118	153,648
Gary S. Gladstein	82,150	46,380	30,118	158,648
Scott J. Goldman	74,900	46,380	30,118	151,398
Terry Hermanson	76,650	46,380	30,118	153,148
Joseph S. Steinberg	66,500	46,380	30,118	142,998

- (1) Represents the aggregate grant date fair value of awards granted to our directors in 2012, determined under Financial Accounting Standards Board Accounting 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 29, 2012. The amounts above reflect the Company's aggregate expense for these awards and do not necessarily correspond to the actual value that will be recognized by the directors. As of December 29, 2012, the aggregate number of shares of our Common Stock subject to outstanding options held by our non-employee directors was as follows: Mr. Federbush, 10,000 shares, Mr. Flaherty, 10,000 shares, Mr. Fulvio,

10,000 shares, Mr. Gladstein, 10,000 shares, Mr. Goldman, 4,000 shares, and Mr. Hermanson, 4,000 shares. Each of these directors also held 1,000 shares of non-vested restricted stock. Stock-based awards granted to Messrs. Cumming and Steinberg were forfeited in connection with their resignation from the Board on September 24, 2012. Accordingly, as of December 29, 2012, neither Mr. Cumming nor Mr. Steinberg held outstanding stock-based awards.

During the 2012 fiscal year, the chairman received an annual fee for serving on the Company's Board of Directors of \$200,000 and the remaining non-employee directors received an annual fee of \$55,000. In addition, each director received a fee of \$2,000 per Board meeting.

Also, each director received \$750 per Audit, Compensation and 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.

In 2012, each non-employee director received a grant of options to purchase 2,000 shares of our Common Stock and were granted 1,000 shares of restricted stock pursuant to our 2009 Stock Incentive Plan. The options were fully vested as of their date of grant and the restricted stock will vest on the first anniversary of the date of grant.



**REPORT OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS<sup>(1)</sup>**

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 under Statement on Auditing Standards No. 61, *Communications with Audit Committees*, as amended and as adopted by the Public Company Accounting Oversight Board in Rule 3200T. 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 29, 2012 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 28, 2013.

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  
Gary S. Gladstein  
Scott J. Goldman

- 
- (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.

Paul J. Flaherty, Chairman  
Gennaro J. Fulvio  
Terry Hermanson

### 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 29, 2012 (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	694	\$28.93	329(1)
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>694</b>	<b>\$28.93</b>	<b>329</b>

- (1) Of the 329 thousand securities remaining available for issuance under the equity compensation plans, 317 thousand are available under the Company's 2009 Stock Incentive Plan for issuance of restricted stock, stock appreciation rights, or stock options. The remaining securities are available for issuance of stock options only.

#### 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 28, 2013, 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 2013 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 29, 2012 and December 31, 2011 and fees for other services rendered by E&Y during those periods:

	<b>2012</b>	<b>2011</b>
Audit Fees	\$ 2,258,213	\$ 2,121,420
Audit-Related Fees	441,990	
Tax Fees	278,767	421,296
All Other Fees	94,501	61,435
	<b>\$ 3,073,471</b>	<b>\$ 2,604,151</b>

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 2012 and 2011.

Audit-Related Fees include fees billed for consultation on certain accounting matters.

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 years 2012 and 2011, respectively, under the categories Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees described above were pre-approved.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE THEIR SHARES FOR THE APPROVAL OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

**APPROVAL OF THE COMPENSATION OF THE COMPANY S  
NAMED EXECUTIVE OFFICERS**

In accordance with Section 14A of the Exchange Act, stockholders are being asked to vote on an advisory, non-binding basis, on the compensation of the Company s named executive officers. This advisory vote gives stockholders another mechanism to convey their views about the Company s compensation programs and policies.

The Company s Compensation Committee is composed of knowledgeable and experienced independent directors, who are committed to regular review and effective oversight of our compensation programs. The Company s executive compensation program has been designed to motivate the Company s key employees to achieve the Company s strategic and financial goals and to support the creation of long-term value for stockholders. The Company s compensation policies and practices are centered on a pay for performance philosophy and reflect the belief that the Company s success continues to depend in substantial part upon its ability to attract and retain qualified executive officers. We encourage stockholders to read the Executive Compensation section of this proxy statement, including the Compensation Discussion and Analysis and compensation tables, for a more detailed discussion of the Company s compensation programs and policies and how they are appropriate and effective in creating value.

The following resolution will be submitted for a stockholder vote at the Annual Meeting. Although the stockholder vote on executive compensation is not binding on the Board of Directors or the Company, the Company values the views of its stockholders. The Board of Directors and Compensation Committee will review the results of the vote and take them into consideration in addressing future compensation policies and decisions.

RESOLVED, that the stockholders of the Company approve, on an advisory basis, the compensation of the Company s named executive officers listed in the 2012 Summary Compensation Table included in the proxy statement for the 2013 Annual Meeting, as such compensation is disclosed pursuant to Item 402 of

Regulation S-K in this proxy statement under the section titled Compensation Discussion and Analysis, as well as the compensation tables and other narrative executive compensation disclosures thereafter.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE THEIR SHARES FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.**

**STOCKHOLDER NOMINATIONS FOR BOARD MEMBERSHIP  
AND OTHER PROPOSALS FOR 2014 ANNUAL MEETING**

It is anticipated that the next Annual Meeting after the one scheduled for May 2, 2013 will be held on or about May 1, 2014. 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 2014, no earlier than January 31, 2014 and no later than March 2, 2014. 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 2014, such proposal must be received by the Secretary of the Company by December 2, 2013 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 2014 is changed to a date more than 30 days earlier or later than May 1, 2014, 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 (except as set forth below) during 2012 all filing requirements applicable to its officers, directors and ten percent stockholders were complied with:

- On May 3, 2012, Mr. Millerchip became a Section 16 officer, but a Form 3 report was not timely filed (the Form 3 was filed on May 21, 2012);
- On May 3, 2012, Messrs. Steinberg and Cumming were granted restricted shares and options to acquire shares of Common Stock, but a Form 4 report was not timely filed for either individual (Form 4s reporting the transactions were filed on May 10 and May 11, 2012, respectively);
- On May 25, 2012, Mr. Goldman completed a transaction in Common Stock requiring a Form 4 report, but a Form 4 report was not timely filed (a Form 5 reporting the transaction was filed on January 22, 2013);
- On August 22, 2012, Mr. Murdock completed a transaction in Common Stock requiring a Form 4 report, but a Form 4 report was not timely filed (a Form 4 reporting the transaction was filed on August 27, 2012, as amended on March 7, 2013); and
- On November 7, 2012, Mr. Federbush completed two transactions in Common Stock requiring a Form 4 report, but a Form 4 report was not timely filed (a Form 4 reporting the transactions was filed on November 15, 2012).

## OTHER INFORMATION

Consolidated financial statements for the Company are included in the Annual Report to Stockholders for the year ended December 29, 2012 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 29, 2012 (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 2013 Annual General Meeting to be held on May 2, 2013**

**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, Appointment of Independent Registered Accounting Firm and Approval of the Compensation of the Company's Named Executive Officers.



### 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*

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

**VOTE BY INTERNET - [www.proxyvote.com](http://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  
DETACH AND RETURN TH

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

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

For All	Withhold All	For All Except
------------	-----------------	-------------------

1. Election of Directors  
Nominees

o	o	o
---	---	---

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.

01 Gregory L. Christopher    02 Paul J. Flaherty    03 Gennaro J. Fulvio    04 Gary S. Gladstein    05 Scott  
06 Terry Hermanson

**The Board of Directors recommends you vote FOR proposals 2 and 3.**

- 2 Approve the appointment of Ernst & Young LLP as independent auditors of the Company. o
- 3 To approve, on an advisory basis by non-binding vote, executive compensation. o

**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, "FOR" PROPOSAL 2, and "FOR" PROPOSAL 3.

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.

Date

Date

Signature  
[PLEASE  
SIGN  
WITHIN  
BOX]

Signature  
(Joint  
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 2, 2013**  
**This Proxy is Solicited on Behalf of the Board of Directors.**

The undersigned hereby appoints Gary C. Wilkerson and Jeffrey A. Martin, 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 2, 2013, 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**

---