

MUELLER INDUSTRIES INC
Form SC 13D/A
August 25, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)

Mueller Industries, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of class of securities)

624756102
(CUSIP number)

Joseph A. Orlando
Vice President and Chief Financial Officer
Leucadia National Corporation
315 Park Avenue South
New York, New York 10010

with a copy to:

Andrea A. Bernstein, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153

(Name, address and telephone number of person authorized to receive notices and communications)

August 24, 2011
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of

this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

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1	NAME OF REPORTING PERSON:	Leucadia National Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) <input checked="" type="checkbox"/>
3	SEC USE ONLY		(b) <input type="checkbox"/>
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	New York	
	7	SOLE VOTING POWER:	-0-
NUMBER OF	8	SHARED VOTING POWER:	9,576,934
SHARES	9	SOLE DISPOSITIVE POWER:	-0-
BENEFICIALLY	10	SHARED DISPOSITIVE	9,576,934
OWNED BY		POWER:	
EACH			
REPORTING			
PERSON WITH			
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	9,576,934
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	25.3%
	14	TYPE OF REPORTING PERSON:	CO

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1	NAME OF REPORTING PERSON:	Phlcorp Holding LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) <input checked="" type="checkbox"/>
3	SEC USE ONLY		(b) <input type="checkbox"/>
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Pennsylvania	
	7	SOLE VOTING POWER:	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	9,576,934
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	9,576,934
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	9,576,934
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	25.3%	
14	TYPE OF REPORTING PERSON:	OO	

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1	NAME OF REPORTING PERSON:	Baldwin Enterprises, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) <input checked="" type="checkbox"/>
3	SEC USE ONLY		(b) <input type="checkbox"/>
4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Colorado	
7	SOLE VOTING POWER:		-0-
8	SHARED VOTING POWER:		9,576,934
9	SOLE DISPOSITIVE POWER:		-0-
10	SHARED DISPOSITIVE POWER:		9,576,934
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		9,576,934
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		25.3%
14	TYPE OF REPORTING PERSON:		CO

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1	NAME OF REPORTING PERSON:	BEI Arch Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) <input checked="" type="checkbox"/>
3	SEC USE ONLY		(b) <input type="checkbox"/>
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
7	SOLE VOTING POWER:		-0-
8	SHARED VOTING POWER:		9,576,934
9	SOLE DISPOSITIVE POWER:		-0-
10	SHARED DISPOSITIVE POWER:		9,576,934
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		9,576,934
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		25.3%
14	TYPE OF REPORTING PERSON:		OO

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

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1	NAME OF REPORTING PERSON:	BEI-Longhorn, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) <input checked="" type="checkbox"/>
3	SEC USE ONLY		(b) <input type="checkbox"/>
4	SOURCE OF FUNDS:	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
	7	SOLE VOTING POWER:	-0-
	8	SHARED VOTING POWER:	9,576,934
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	9,576,934
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	9,576,934
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	25.3%
	14	TYPE OF REPORTING PERSON:	OO

This Amendment No. 7 (this "Amendment") amends the Statement on Schedule 13D originally filed on July 15, 2011 (the "Original Schedule") by the Reporting Persons, which Original Schedule was subsequently amended (the Original Schedule as amended is referred to as the "Schedule 13D") and is filed by and on behalf of the Reporting Persons with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of Mueller Industries, Inc., a Delaware corporation (the "Company"). Unless otherwise indicated, all capitalized terms used herein have the meaning ascribed to them in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby supplemented, with effect from the date of this Amendment, by adding the following:

The aggregate amount of funds used by BEI Longhorn to purchase the additional 703,813 shares of Common Stock reported herein by the Reporting Persons was \$28,620,694, including commissions. All purchases of these shares of Common Stock were made in open market transactions. The source of funds used in connection with the purchase of these shares of Common Stock was advances to BEI Longhorn from its indirect parent, Baldwin. Baldwin obtained these funds from its working capital.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety, with effect from the date of this Amendment, as follows:

(a) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment are incorporated herein by reference. All percentages in this Item 5 are based on 37,901,415 shares of Common Stock outstanding as of July 26, 2011, as set forth in the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 2, 2011. As of the close of business on August 25, 2011, the Reporting Persons beneficially owned the following shares of Common Stock:

(i) BEI Longhorn owns an aggregate of