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 13	3D, and is filing this	s schedule because	of Rule 13d-1(e),	13d-1(f) or 13d-1(g	), check the follo	wing box
						,

13D

CUSIP No. 624756102

Page 2

1	NAME OF RE	PORTING PERSON:	Leucadia Natio	nal Corporation		
2	CHECK THE A	APPROPRIATE BOX IF A ME	EMBER		(a) [X] (b) [ ]	
3	SEC USE ONLY					
4	SOURCE OF I	FUNDS:	N/A			
5	CHECK BOX PURSUANT T	IF DISCLOSURE OF LEGAL	PROCEEDINGS IS RI	EQUIRED		
6	ITEM 2(d) OR		TION: New York		[]	
NUMBER OF	7	SOLE VOTING POWER:		-0-		
NUMBER OF SHARES	8	SHARED VOTING POWE	ER:	9,576,934		
BENEFICIALLY OWNED BY EACH	9	SOLE DISPOSITIVE POV	VER:	-0-		
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER:		9,576,934		
11		AMOUNT BENEFICIALLY EACH REPORTING PERSON:		9,576,934		
12		IF THE AGGREGATE AMOU			[]	
13	` '	CLUDES CERTAIN SHARES CLASS REPRESENTED BY ROW (11):	:	25.3%		
14	TYPE OF REP	ORTING PERSON:		СО		

13D

CUSIP No. 624756102

Page 3

1	NAME OF REPORTING PERSON:		Dhloom Holdi	ng II C	
1	NAME OF RE	EPORTING PERSON:	Phlcorp Holdi	ng LLC	
2	CHECK THE	APPROPRIATE BOX IF A M	IEMBER		(a) [X]
	OF A GROUP				(b) [ ]
3	SEC USE ON	LY			
4	SOURCE OF	FUNDS:	N/A		
5	CHECK BOX PURSUANT	IF DISCLOSURE OF LEGA	L PROCEEDINGS IS F	REQUIRED	
	ITEM 2(d) OR				[]
6		P OR PLACE OF ORGANIZA	TION: Pennsylvania		
	7	SOLE VOTING POWER	:	-0-	
NUMBER OF					
SHARES	8	SHARED VOTING POW	'ER:	9,576,934	
BENEFICIALLY			****		
OWNED BY EACH	9	SOLE DISPOSITIVE PO	WER:	-0-	
REPORTING	10	SHARED DISPOSITIVE		9,576,934	
PERSON WITH		POWER:		7,570,751	
11		E AMOUNT BENEFICIALLY		9,576,934	
	OWNED BY I	EACH REPORTING PERSON	<b>J</b> :		
12	CHECK BOX	IF THE AGGREGATE AMO	IINT IN		[]
12		CLUDES CERTAIN SHARE			LJ
13	, ,	CLASS REPRESENTED BY		25.3%	
	AMOUNT IN	ROW (11):			
1.4	TWO OF SE				
14	I YPE OF REI	PORTING PERSON:		OO	

13D

Page 4

CUSIP No. 624756102

1	NAME OF REPORTING PERSON:		Baldwin Ent	Baldwin Enterprises, Inc.	
2	CHECK THE OF A GROUP	APPROPRIATE BOX IF A M	IEMBER		(a) [X]
3	SEC USE ONI				(b) [ ]
4	SOURCE OF I	FUNDS:	WC		
5	CHECK BOX PURSUANT T	IF DISCLOSURE OF LEGAL	L PROCEEDINGS IS	REQUIRED	
	ITEM 2(d) OR				[]
6	` '	OR PLACE OF ORGANIZA	TION: Colorado		[ ]
	7	SOLE VOTING POWER	:	-0-	
NUMBER OF					
SHARES	8	SHARED VOTING POW	ER:	9,576,934	
BENEFICIALLY	Y				
OWNED BY	9	SOLE DISPOSITIVE PO	WER:	-0-	
EACH					
REPORTING	10	SHARED DISPOSITIVE		9,576,934	
PERSON WITH		POWER:			
11	ACCRECATE	E AMOUNT BENEFICIALLY	•	9,576,934	
11		EACH REPORTING PERSON		9,370,934	
	O WINED DII		·•		
12	CHECK BOX	IF THE AGGREGATE AMO	UNT IN		[]
	ROW (11) EX	CLUDES CERTAIN SHARE	S:		
13	PERCENT OF	CLASS REPRESENTED BY	•	25.3%	
	AMOUNT IN	ROW (11):			
14	TYPE OF REF	PORTING PERSON:		СО	

13D

Page 5

CUSIP No. 624756102

1	NAME OF RE	PORTING PERSON:	BEI Arch Holding	gs, LLC	
2	CHECK THE OF A GROUP	APPROPRIATE BOX IF A MEN	MBER		(a) [X] (b) [
3	SEC USE ONI				(0) [ ]
4	SOURCE OF	FUNDS:	N/A		
5	CHECK BOX PURSUANT T	IF DISCLOSURE OF LEGAL P	PROCEEDINGS IS REQ	UIRED	
	ITEM 2(d) OR				[]
6		OR PLACE OF ORGANIZATI	ON: Delaware		l J
	7	SOLE VOTING POWER:		-0-	
NUMBER OF				-	
SHARES	8	SHARED VOTING POWER	₹:	9,576,934	
BENEFICIALLY	Y				
OWNED BY	9	SOLE DISPOSITIVE POWI	ER:	-0-	
EACH					
REPORTING	10	SHARED DISPOSITIVE		9,576,934	
PERSON WITH		POWER:			
11	ACCRECATE	E AMOUNT BENEFICIALLY		9,576,934	
11		EACH REPORTING PERSON:		7,570,754	
	O WINED DII				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN				[]
	ROW (11) EX	CLUDES CERTAIN SHARES:			
13	PERCENT OF	CLASS REPRESENTED BY		25.3%	
	AMOUNT IN	ROW (11):			
14	TYPE OF REI	PORTING PERSON:		00	
17	TIL OF KEI	ORTHO LEROON.		00	

13D

Page 6

CUSIP No. 624756102

1	NAME OF REPORT	ΓING PERSON:	BEI-Longhorn, LLC	
2	CHECK THE APPR GROUP:	OPRIATE BOX IF A MEMBER OF A		(a) [X] (b) [ ]
3	SEC USE ONLY			(0) [ ]
4	SOURCE OF FUND	OS:	00	
5	CHECK BOX IF DI PURSUANT TO	SCLOSURE OF LEGAL PROCEEDING	GS IS REQUIRED	
6	ITEM 2(d) OR 2(e):	PLACE OF ORGANIZATION:	Delaware	[]
NUMBER OF	7	SOLE VOTING POWER:	-0-	
SHARES BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER:	9,576,934	
	9	SOLE DISPOSITIVE POWER:	-0-	
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER:	9,576,934	
11	AGGREGATE AMO EACH REPORTING	OUNT BENEFICIALLY OWNED BY G PERSON:	9,576,934	
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW ERTAIN SHARES:		[]
13	PERCENT OF CLA ROW (11):	SS REPRESENTED BY AMOUNT IN	25.3%	
14	TYPE OF REPORT	ING 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