

MUELLER INDUSTRIES INC
 Form 4
 February 27, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 wilkerson gary carl

2. Issuer Name and Ticker or Trading Symbol
 MUELLER INDUSTRIES INC [MLI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 8285 TOURNAMENT DRIVE
 SUITE 150
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Counsel

MEMPHIS, TN 38125

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/23/2017 | | M | | 40,000 A \$ 18.46 | 132,853 | D |
| Common Stock | 02/23/2017 | | M | | 50,000 A \$ 13.25 | 182,853 | D |
| Common Stock | 02/23/2017 | | M | | 40,000 A \$ 11.92 | 222,853 | D |
| Common Stock | 02/23/2017 | | M | | 40,000 A \$ 12.24 | 262,853 | D |
| Common Stock | 02/23/2017 | | F | | 93,438 D \$ 42.015 | 169,415 | D |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right-to-Buy) | \$ 18.46 | 02/23/2017 | | M | 40,000 | (1) 07/27/2017 | Common Stock | 40,000 |
| Stock Option (Right-to-Buy) | \$ 13.25 | 02/23/2017 | | M | 50,000 | (2) 07/25/2018 | Common Stock | 50,000 |
| Stock Option (Right-to-Buy) | \$ 11.92 | 02/23/2017 | | M | 40,000 | (3) 07/30/2019 | Common Stock | 40,000 |
| Stock Option (Right-to-Buy) | \$ 12.24 | 02/23/2017 | | M | 40,000 | (4) 07/23/2020 | Common Stock | 40,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

wilkerson gary carl
8285 TOURNAMENT DRIVE SUITE 150
MEMPHIS, TN 38125

Counsel

Signatures

Gary Wilkerson

02/27/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 8,000 on 7/27/08; 8,000 on 7/27/09; 8,000 on 7/27/10; 8,000 on 7/27/11; 8,000 on 7/27/12

(2) 10,000 on 7/25/09; 10,000 on 7/25/10; 10,000 on 7/25/11; 10,000 on 7/25/12; 10,000 on 7/25/13

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(3) 8,000 on 7/30/10; 8,000 on 7/30/11; 8,000 on 7/30/12; 8,000 on 7/30/13; 8,000 on 7/30/14

(4) 8,000 on 7/23/11; 8,000 on 7/23/12; 8,000 on 7/23/13; 8,000 on 7/23/14; 8,000 on 7/23/15

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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