

Edgar Filing: MUELLER INDUSTRIES INC - Form 144

MUELLER INDUSTRIES INC  
 Form 144  
 June 17, 2002

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

FORM 144  
 NOTICE OF PROPOSED SALE OF SECURITIES  
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order  
 a broker to execute sale or executing a sale directly with a market maker.

|  |                    |            |
|--|--------------------|------------|
| 1(a) NAME OF ISSUER (Please type or print) | (b) IRS IDENT. NO. | (c) S.E.C. |
| Mueller Industries, Inc.                   | 25-0790410         | 1-6770     |

|                                  |        |         |           |          |
|----------------------------------|--------|---------|-----------|----------|
| 1(d) ADDRESS OF ISSUER           | STREET | CITY    | STATE     | ZIP CODE |
| 8285 Tournament Drive, Suite 150 |        | Memphis | Tennessee | 38125    |

|  |                      |                               |                       |
|--|----------------------|-------------------------------|-----------------------|
| 2(a) NAME OF PERSON FOR WHOSE ACCOUNT<br>THE SECURITIES ARE TO BE SOLD | (b) IRS<br>IDENT NO. | (c) RELATIONSHIP<br>TO ISSUER | (d) ADDRESS<br>STREET |
| Harvey L. Karp   |                      | Director                      | P.O. Box 30           |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number.

|  |   |                              |  |
|--|---|------------------------------|--|
| 3(a)   | (b)   | SEC USE ONLY                 | (c)  |
| Title of the<br>Class of<br>Securities To<br>Be Sold | Name and Address of Each Broker<br>Through Whom the Securities are to<br>be Offered or Each Market Maker<br>who is Acquiring the Securities | Broker-Dealer<br>File Number | Number of Shares<br>Other Units To Be<br>(See instr. 3(c)) |
| Common Stock,<br>\$0.10 par value                    | Bear, Stearns & Co., Inc.   |                              | 89,261   |

[CONTINUATION OF THE ABOVE CHART]

|  |   |  |
|--|---|--|
| (e)  | (f)   | (g)  |
| Number of Shares<br>or Other Units<br>Outstanding<br>(See instr. (3(e))) | Approximate Date<br>of Sale<br>(See instr. (3(f)))<br>(MO. DAY YR.) | Name of Each<br>Securities Exchange<br>(See instr. (3(g))) |
| 33,823,446   | From 6/18/02 to 9/18/02   | New York Stock<br>Exchange                                 |

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INSTRUCTIONS:

- |   |   |
|---|---|
| <p>1. (a) Name of issuer<br/>         (b) Issuer's I.R.S. Identification Number<br/>         (c) ISSUER'S S.E.C. file number, if any<br/>         (d) Issuer's address, including zip code<br/>         (e) Issuer's telephone number, including area code</p> <p>2. (a) Name of person for whose account the securities are to be sold<br/>         (b) Such person's I.R.S. identification number, if such person is an entity<br/>         (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)<br/>         (d) Such person's address, including zip code</p> | <p>3. (a) Title of the class of securities<br/>         (b) Name and address of each person to whom securities are intended to be sold<br/>         (c) Number of shares or other securities, give the aggregate<br/>         (d) Aggregate market value of securities as of a specified date within 30 days of the date of this notice<br/>         (e) Number of shares or other securities, or if debt securities the interest rate, as shown by the most recent financial statement by the issuer<br/>         (f) Approximate date on which securities are intended to be sold<br/>         (g) Name of each securities to which securities are intended</p> |
|---|---|

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(1) Based on a closing price of \$31.15 on June 14, 2002.

TABLE I -- SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities and with respect to the payment of all or any part of the purchase price or other cost

| Title of the Class             | Date you Acquired | Nature of Acquisition Transaction   | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired |
|--------------------------------|-------------------|---|--|-------------------------------|
| Common Stock, \$0.10 par value | 200,000 on 6/3/02 | Exercise of stock options pursuant to a registration statement on Form S-8 effective under the Securities Act of 1933 | Issuer   | 200,000                       |

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INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the table or in a note thereto the nature of the consideration given. If the consideration was an other obligation, or if payment was made in installments describe the arrangement and the date the obligation was discharged in full or the last installment paid.

TABLE II -- SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months for the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold       | Date of Sale |
|----------------------------|--------------------------------|--------------|
| Harvey L. Karp             | See Schedule A attached hereto |              |

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REMARKS: The shares of Common Stock covered by this Form 144 are being sold pursuant to a Rule 10b-18 plan adopted on March 6, 2002 as amended as of April 12, 2002, and the representation below regarding the Seller's plan speaks as of that plan's adoption date and as of the date of such amendment.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities are to be sold hereby represents that he does not know any material information that might affect the value of the securities to be sold which is not disclosed.

June 17, 2002

/s/ Harvey

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. All signatures shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations.

Schedule A

| Titles of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---------------------------|--------------|---------------------------|----------------|
| Common Stock              | 3/7/02       | 7,300                     | \$243,820      |
| Common Stock              | 3/7/02       | 700                       | \$23,415       |
| Common Stock              | 3/7/02       | 700                       | \$23,394       |
| Common Stock              | 3/7/02       | 200                       | \$6,682        |
| Common Stock              | 3/7/02       | 200                       | \$6,652        |
| Common Stock              | 3/8/02       | 10,800                    | \$391,170      |
| Common Stock              | 3/8/02       | 4,300                     | \$142,631      |
| Common Stock              | 3/11/02      | 10,500                    | \$347,550      |
| Common Stock              | 3/11/02      | 7,500                     | \$249,000      |
| Common Stock              | 3/11/02      | 6,500                     | \$215,475      |
| Common Stock              | 3/11/02      | 5,500                     | \$182,875      |

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| Common Stock              | 3/11/02      | 5,000                     | \$171,400      |
|---------------------------|--------------|---------------------------|----------------|
| Common Stock              | 3/11/02      | 5,000                     | \$170,000      |
| Common Stock              | 3/11/02      | 5,000                     | \$169,000      |
| Common Stock              | 3/11/02      | 5,000                     | \$167,500      |
| Common Stock              | 3/12/02      | 8,643                     | \$298,183.50   |
| Common Stock              | 3/12/02      | 600                       | \$20,910       |
| Common Stock              | 3/13/02      | 5,000                     | \$173,750      |
| Common Stock              | 3/13/02      | 5,000                     | \$173,250      |
| Common Stock              | 3/13/02      | 2,500                     | \$86,500       |
| Common Stock              | 3/13/02      | 2,500                     | \$86,150       |
| Common Stock              | 3/14/02      | 7,500                     | \$261,000      |
| Common Stock              | 3/14/02      | 4,400                     | \$152,680      |
| Common Stock              | 3/15/02      | 7,500                     | \$256,875      |
|                           |              |                           |                |
|                           |              |                           |                |
| Titles of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
| Common Stock              | 3/18/02      | 7,500                     | \$262,500      |
| Common Stock              | 3/19/02      | 7,500                     | \$263,625      |
| Common Stock              | 4/1/02       | 9,900                     | \$345,609      |
| Common Stock              | 4/1/02       | 100                       | \$3,492        |

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|              |         |        |              |
|--------------|---------|--------|--------------|
| Common Stock | 4/2/02  | 5,000  | \$175,000    |
| Common Stock | 4/3/02  | 5,000  | \$174,200    |
| Common Stock | 4/4/02  | 5,000  | \$173,100    |
| Common Stock | 4/4/02  | 5,000  | \$173,050    |
| Common Stock | 4/5/02  | 25,000 | \$868,250    |
| Common Stock | 4/8/02  | 5,000  | \$175,850    |
| Common Stock | 4/9/02  | 1,600  | \$57,264     |
| Common Stock | 4/9/02  | 4,300  | \$153,467    |
| Common Stock | 4/9/02  | 700    | \$24,619     |
| Common Stock | 4/9/02  | 5,000  | \$177,100    |
| Common Stock | 4/10/02 | 10,000 | \$358,200    |
| Common Stock | 4/10/02 | 5,000  | \$178,600    |
| Common Stock | 4/11/02 | 5,000  | \$179,150    |
| Common Stock | 4/11/02 | 5,000  | \$179,250    |
| Common Stock | 4/11/02 | 8,224  | \$295,159.36 |

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| Titles of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---------------------------|--------------|---------------------------|----------------|
| Common Stock              | 4/11/02      | 1,800                     | \$64,998       |
| Common Stock              | 4/11/02      | 2,400                     | \$86,232       |

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|              |         |        |           |
|--------------|---------|--------|-----------|
| Common Stock | 4/12/02 | 600    | \$21,480  |
| Common Stock | 4/12/02 | 9,400  | \$336,426 |
| Common Stock | 4/12/02 | 10,000 | \$357,400 |
| Common Stock | 4/12/02 | 3,600  | \$128,700 |
| Common Stock | 4/16/02 | 5,000  | \$178,100 |
| Common Stock | 4/16/02 | 5,000  | \$178,400 |
| Common Stock | 4/16/02 | 5,000  | \$178,750 |
| Common Stock | 4/16/02 | 5,000  | \$178,900 |
| Common Stock | 4/16/02 | 5,000  | \$179,000 |
| Common Stock | 4/17/02 | 1,347  | \$48,371  |
| Common Stock | 4/17/02 | 4,300  | \$153,725 |
| Common Stock | 4/19/02 | 5,300  | \$187,196 |
| Common Stock | 4/19/02 | 11,700 | \$413,127 |
| Common Stock | 4/23/02 | 3,400  | \$117,640 |
| Common Stock | 4/24/02 | 6,700  | \$231,351 |
| Common Stock | 4/24/02 | 200    | \$6,930   |
| Common Stock | 4/24/02 | 200    | \$6,936   |
| Common Stock | 4/25/02 | 5,000  | \$169,700 |
| Common Stock | 4/25/02 | 4,600  | \$156,032 |
| Common Stock | 4/26/02 | 2,000  | \$68,360  |

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| Titles of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---------------------------|--------------|---------------------------|----------------|
| Common Stock              | 4/26/02      | 1,500                     | \$51,300       |
| Common Stock              | 4/26/02      | 1,500                     | \$51,675       |
| Common Stock              | 5/1/02       | 1,400                     | \$47,712       |
| Common Stock              | 5/1/02       | 600                       | \$20,442       |
| Common Stock              | 5/1/02       | 4,400                     | \$149,864      |
| Common Stock              | 5/2/02       | 8,500                     | \$288,660      |
| Common Stock              | 5/2/02       | 3,600                     | \$122,184      |
| Common Stock              | 5/2/02       | 1,500                     | \$50,985       |
| Common Stock              | 5/3/02       | 5,000                     | \$170,350      |
| Common Stock              | 5/3/02       | 5,000                     | \$170,306      |
| Common Stock              | 5/3/02       | 5,000                     | \$170,800      |
| Common Stock              | 5/3/02       | 761                       | \$25,935       |
| Common Stock              | 5/7/02       | 7,300                     | \$245,134      |
| Common Stock              | 5/8/02       | 5,000                     | \$167,300      |
| Common Stock              | 5/8/02       | 4,100                     | \$136,981      |
| Common Stock              | 5/8/02       | 900                       | \$30,177       |
| Common Stock              | 5/9/02       | 100                       | \$3,372        |
| Common Stock              | 5/9/02       | 4,900                     | \$165,130      |
| Common Stock              | 5/9/02       | 5,000                     | \$167,850      |
| Common Stock              | 5/9/02       | 5,000                     | \$167,406      |
| Common Stock              | 5/13/02      | 5,000                     | \$163,800      |
| Common Stock              | 5/13/02      | 5,000                     | \$164,500      |

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|              |         |       |           |
|--------------|---------|-------|-----------|
| Common Stock | 5/13/02 | 5,000 | \$165,500 |
|--------------|---------|-------|-----------|

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| Titles of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---------------------------|--------------|---------------------------|----------------|
| Common Stock              | 5/14/02      | 500                       | \$16,955       |
| Common Stock              | 5/14/02      | 5,000                     | \$169,250      |
| Common Stock              | 5/15/02      | 5,000                     | \$169,700      |
| Common Stock              | 5/15/02      | 4,000                     | \$135,520      |
| Common Stock              | 5/15/02      | 5,000                     | \$169,100      |
| Common Stock              | 5/15/02      | 1,000                     | \$33,900       |
| Common Stock              | 5/15/02      | 5,000                     | \$169,900      |
| Common Stock              | 5/16/02      | 4,400                     | \$149,600      |
| Common Stock              | 5/16/02      | 4,200                     | \$142,590      |
| Common Stock              | 5/17/02      | 5,000                     | \$169,250      |
| Common Stock              | 5/20/02      | 600                       | \$20,418       |
| Common Stock              | 5/21/02      | 2,200                     | \$74,800       |
| Common Stock              | 5/22/02      | 5,000                     | \$170,600      |
| Common Stock              | 5/22/02      | 2,800                     | \$95,200       |
| Common Stock              | 6/3/02       | 700                       | \$23,086       |
| Common Stock              | 6/4/02       | 100                       | \$3,270        |



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|              |        |       |           |
|--------------|--------|-------|-----------|
| Common Stock | 6/4/02 | 4,900 | \$160,132 |
| Common Stock | 6/4/02 | 5,000 | \$163,000 |
| Common Stock | 6/5/02 | 2,125 | \$69,870  |

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In addition to the foregoing sales pursuant to Rule 144, on March 7, 2002 the Issuer withheld 67,157 shares of Common Stock (valued at \$33.24 per share) to pay required Federal, state and local withholding taxes due with respect to the exercise by Harvey L. Karp of options to purchase 200,000 shares of Common Stock, on April 1, 2002 the Issuer withheld 67,376 shares of Common Stock (valued at \$34.97 per share) to pay required Federal, state and local withholding taxes due with respect to the exercise by Harvey L. Karp of options to purchase 200,000 shares of Common Stock, on April 6, 2002 the Issuer withheld 38,533 shares of Common Stock (valued at \$35.68 per share) to pay required Federal, state and local withholding taxes due with respect to the exercise by Harvey L. Karp of options to purchase 114,300 shares of Common Stock and on May 1, 2002 the Issuer withheld 67,239 shares of Common Stock (valued at \$33.86 per share) to pay required Federal, state and local withholding taxes due with respect to the exercise by Harvey L. Karp of options to purchase 200,000 shares of Common Stock.

Mr. Karp has also sold the following shares of Common Stock on the New York Stock Exchange pursuant to an effective registration statement under the Securities Act of 1933, as amended:

| Titles of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---------------------------|--------------|---------------------------|----------------|
| Common Stock              | 6/10/02      | 4,700                     | \$152,280      |
| Common Stock              | 6/10/02      | 300                       | \$9,723        |
| Common Stock              | 6/10/02      | 400                       | \$13,004       |
| Common Stock              | 6/10/02      | 100                       | \$3,252        |
| Common Stock              | 6/10/02      | 300                       | \$9,759        |
| Common Stock              | 6/11/02      | 2,200                     | \$71,302       |
| Common Stock              | 6/12/02      | 100                       | \$3,220        |
| Common Stock              | 6/12/02      | 300                       | \$9,675        |
| Common Stock              | 6/12/02      | 1,500                     | \$42,405       |

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|              |         |       |           |
|--------------|---------|-------|-----------|
| Common Stock | 6/12/02 | 3,300 | \$106,524 |
| Common Stock | 6/12/02 | 1,700 | \$54,893  |
| Common Stock | 6/12/02 | 3,900 | \$125,970 |
| Common Stock | 6/12/02 | 600   | \$19,386  |
| Common Stock | 6/12/02 | 200   | \$6,464   |
| Common Stock | 6/12/02 | 300   | \$9,705   |

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| Titles of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---------------------------|--------------|---------------------------|----------------|
| Common Stock              | 6/14/02      | 7,500                     | \$233,100      |
| Common Stock              | 6/14/02      | 300                       | \$9,339        |
| Common Stock              | 6/14/02      | 400                       | \$12,460       |
| Common Stock              | 6/14/02      | 100                       | \$3,117        |
| Common Stock              | 6/14/02      | 600                       | \$18,708       |
| Common Stock              | 6/14/02      | 200                       | \$6,240        |
| Common Stock              | 6/14/02      | 1,800                     | \$56,340       |

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