

NYMAN LEE R
Form 4
February 21, 2006

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 *
NYMAN LEE R

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)
3216 GOSNOLD BLUFF COVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP - Metal Manufacturing

COLLERVILLE, TN 38017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/17/2006 | | M | | 6,211 A \$ 23.803 | D | |
| Common Stock | 02/17/2006 | | M | | 6,204 A \$ 14.074 | D | |
| Common Stock | 02/17/2006 | | M | | 18,815 A \$ 22.09 | D | 52,235 |
| Common Stock | 02/17/2006 | | M | | 12,447 A \$ 15.202 | D | 64,682 |
| Common Stock | 02/17/2006 | | M | | 20,524 A \$ 18.701 | D | 85,206 |

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| | | | | | | | |
|--------------|------------|---|---------|---|-----------|---------|---|
| Common Stock | 02/17/2006 | M | 24,897 | A | \$ 20.403 | 110,103 | D |
| Common Stock | 02/17/2006 | M | 18,673 | A | \$ 16.615 | 128,776 | D |
| Common Stock | 02/17/2006 | M | 12,448 | A | \$ 20.178 | 141,224 | D |
| Common Stock | 02/17/2006 | F | 10,609 | D | \$ 29.77 | 130,615 | D |
| Common Stock | 02/17/2006 | S | 130,224 | D | \$ 29.57 | 391 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 23.803 | 02/17/2006 | | M | 6,211 | <u>(1)</u> 07/01/2008 | Common Stock | 6,211 | |
| Employee Stock Option (Right to Buy) | \$ 14.074 | 02/17/2006 | | M | 6,204 | <u>(2)</u> 10/29/2008 | Common Stock | 6,204 | |
| Employee Stock Option (Right to Buy) | \$ 22.09 | 02/17/2006 | | M | 18,815 | <u>(3)</u> 12/13/2009 | Common Stock | 18,815 | |
| | \$ 15.202 | 02/17/2006 | | M | 12,447 | <u>(4)</u> 12/21/2010 | | 12,447 | |

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- (4) Exercisable: 3,112 on 12/21/2002; 3,112 on 12/21/2003; 3,111 on 12/21/2004; and 3,112 on 12/21/2005.
- (5) Exercisable: 9,336 on 11/6/2002; 4,668 on 11/6/2003; 4,669 on 11/6/2004; and 1,851 on 11/6/2005.
- (6) Exercisable: 6,224 on 2/13/2003; 6,224 on 2/13/2004; 6,225 on 2/13/2005; and 6,224 on 2/13/2006.
- (7) Exercisable: 6,224 on 2/10/2004; 6,224 on 2/10/2005; 6,225 on 2/10/2006.
- (8) Exercisable: 6,224 on 2/10/2005 and 6,224 on 2/10/2006.

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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