

MUELLER INDUSTRIES INC  
Form DEF 14A  
March 19, 2014

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

Mueller Industries, Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  - 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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  - 5) Total fee paid:
- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
  - 1) Amount previously paid:
  - 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:
  - 4) Date Filed:
-

**MUELLER INDUSTRIES, INC.  
8285 Tournament Drive, Suite 150  
Memphis, Tennessee 38125  
Telephone (901) 753-3200**

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**Notice of Annual Meeting of  
Stockholders to be Held  
May 1, 2014**

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To the Stockholders of  
Mueller Industries, Inc.

The Annual Meeting of Stockholders of Mueller Industries, Inc. (the Company or Mueller ), will be held at the Company s headquarters at 8285 Tournament Drive, Suite 150, Memphis, Tennessee 38125 on Thursday, May 1, 2014, at 10:00 A.M. local time, for the following purposes:

1. To elect six directors, each to serve until the next annual meeting of stockholders (tentatively scheduled for May 7, 2015) or until his successor is elected and qualified;
2. To consider and act upon a proposal to approve the appointment of Ernst & Young LLP, independent registered public accountants, as auditors of the Company for the fiscal year ending December 27, 2014;
3. To conduct an advisory vote on the compensation of the Company s named executive officers;
4. To approve the Company s 2014 Incentive Plan; and
5. To consider and transact such other business as may properly be brought before the Annual Meeting and any adjournment(s) thereof.

Only stockholders of record at the close of business on March 7, 2014, will be entitled to notice of and vote at the Annual Meeting or any adjournment(s) thereof. A complete list of stockholders entitled to vote at the Annual Meeting will be prepared and maintained at the Company s corporate headquarters at 8285 Tournament Drive, Suite 150, Memphis, Tennessee 38125. This list will be available for inspection by stockholders of record during normal business hours for a period of at least 10 days prior to the Annual Meeting.

**IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE ANNUAL MEETING REGARDLESS OF THE SIZE OF YOUR HOLDINGS. WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING IN PERSON, WE URGE YOU TO MARK, DATE AND SIGN THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED SELF-ADDRESSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.**

Gary C. Wilkerson  
*Corporate Secretary*

March 19, 2014

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**8285 Tournament Drive, Suite 150**  
**Memphis, Tennessee 38125**  
**Telephone (901) 753-3200**

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**PROXY STATEMENT**

**Annual Meeting of Stockholders**  
**May 1, 2014**

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**SOLICITATION OF PROXIES**

The accompanying proxy is solicited by the Board of Directors of Mueller Industries, Inc., a Delaware corporation (the Company), for use at the annual meeting of stockholders (the Annual Meeting) to be held at the Company's headquarters at 8285 Tournament Drive, Suite 150, Memphis, Tennessee 38125, on Thursday, May 1, 2014, at 10:00 A.M. local time, or at any adjournment(s) thereof.

This Proxy Statement, together with the Company's Annual Report for the fiscal year ended December 28, 2013, is first being mailed to stockholders on or about March 19, 2014. Pursuant to rules adopted by the Securities and Exchange Commission, the Company is providing access to its proxy materials over the Internet at <http://www.proxyvote.com>.

When a proxy card is returned properly signed, the shares represented thereby will be voted in accordance with the stockholder's directions appearing on the card. If the proxy card is signed and returned without directions, the shares will be voted for the nominees named herein and in accordance with the recommendations of the Company's Board of Directors as set forth herein. The discretion granted in the accompanying proxy card includes the authority to vote on all additional matters properly coming before the Annual Meeting as the persons named in the proxy deem appropriate. A stockholder giving a proxy may revoke it at any time before it is voted at the Annual Meeting by giving written notice to the secretary of the Annual Meeting or by casting a ballot at the Annual Meeting. Votes cast by proxy or in person at the Annual Meeting will be tabulated by election inspectors appointed for the Annual Meeting. The election inspectors will also determine whether a quorum is present. The holders of a majority of the shares of common stock, \$.01 par value per share (Common Stock), outstanding and entitled to vote

who are present either in person or represented by proxy will constitute a quorum for the Annual Meeting. The election inspectors will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum and for purposes of determining the approval of any matter submitted. If a broker indicates on a proxy that it does not have discretionary authority as to certain shares to vote on a particular matter (i.e., a "broker non-vote"), those shares will not be considered as present and entitled to vote with respect to that matter, but will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum. A broker is entitled to vote shares held for a beneficial owner on routine matters, such as the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm, without instructions from the beneficial owner of those shares; on the other hand, a broker may not be entitled to vote shares held for a beneficial owner on certain non-routine items, such as the election of directors, the advisory vote on the compensation of the Company's named executive officers, and the approval of the Company's 2014 Incentive Plan.

The cost of soliciting proxies will be borne by the Company. In addition to solicitation by mail, directors, officers and employees of the Company may solicit proxies by telephone or otherwise. The Company will reimburse brokers or other persons holding stock in their names or in the names of their nominees for their charges and expenses in forwarding proxies and proxy material to the beneficial owners of such stock.

#### **VOTING SECURITIES**

The Company had 28,342,672 shares of Common Stock outstanding at the close of business on March 7, 2014, which are the only securities of the Company entitled to be voted at the Annual Meeting. The record holder of each share of Common Stock is entitled to one vote on each matter that may properly be brought before the Annual Meeting. Only stockholders of record at the close of business on March 7, 2014 will be entitled to notice of, and to vote at, the Annual Meeting. The Company's Restated Certificate of Incorporation and Amended and Restated By-laws ( "Bylaws" ) do not provide for cumulative voting for the election of directors.

**PRINCIPAL STOCKHOLDERS**

As of March 7, 2014, the following parties were known by the Company to be the beneficial owner of more than five percent of the Common Stock:

Name and Address of Beneficial Owner	Shares Beneficially	
	Owned (a)	Percent of Class
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	2,467,685(1)	8.70%(2)
Gates Capital Management, Inc. 1177 Avenue of the Americas, 32nd Floor New York, NY 10036	2,045,888(3)	7.20%(2)
GAMCO Investors, Inc. One Corporate Center Rye, NY 10580	2,006,762(4)	7.10%(5)
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	1,859,397 (6)	6.57%(2)
Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	1,851,874(7)	6.55%(2)

- (a) The Company intends to conduct a two-for-one split (the **Stock Split**) of the Company's Common Stock payable on March 28, 2014 (the **Split Payment Date**) to stockholders of record at the close of business on March 14, 2014 (the **Split Record Date**). The Stock Split will be effected in the form of a stock dividend (the **Split Dividend**) of one additional share of common stock for each share of Common Stock issued, outstanding and held by stockholders as of the Split Record Date. The number of shares beneficially owned by each beneficial owner listed in the chart above does not reflect any shares that may be distributed to such beneficial owner in connection with the Stock Split. Assuming that such beneficial owner retains the shares attributed to it in the chart as of the close of business on the Split Record Date, the number of shares owned by such beneficial owner immediately after the Stock Split will increase by one share for every share owned by it on the Split Record Date. However, since all of the Company's Stockholders as of the Split Record Date are entitled to receive the Split Dividend, the Stock Split does not affect the percentage of Common Stock owned by the beneficial stockholders reflected in the chart above.
- (1) This information is based on a Schedule 13G/A filed by BlackRock, Inc. ( **BlackRock** ) with the Securities and Exchange Commission on January 30, 2014. BlackRock filed this Schedule 13G/A on its own behalf and on behalf of certain of its subsidiaries. The Schedule 13G/A also reported that BFA owned 5% or greater of the security class being reported on the Schedule 13G/A.

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- (2) The percent of class shown was based on the shares of Common Stock reported on the Schedule 13G/A and the total number of shares outstanding as of December 28, 2013. The difference in the total number of shares outstanding on December 28, 2013 and March 7, 2014 does not materially affect the percentage of ownership of the class.
- (3) This information is based on a Schedule 13G/A filed by Gates Capital Management, Inc ( GCM ), Gates Capital Partners, L.P ( GCP ); ECF Value Fund, L.P. ( ECF ); ECF Value Fund II, L.P. ( ECF II ); ECF Value Fund International Master L.P. ( ECF Master ); and Jeffrey L. Gates ( Gates, and collectively with GCM, GCP, ECF, ECF II and ECF Master, the Gates Funds ) on February 14, 2014. Each of the Gates Funds reported a principal business address of c/o Gates Capital Management, Inc., 1177 Avenue of the Americas, 32nd Floor, New York, New York 10036. The Schedule 13G/A reported that the Gates Funds have the shared power to (i) vote or direct the vote and (ii) dispose or direct the disposition of all shares reported.
- (4) This information is based on a Schedule 13D/A filed by GAMCO Investors Inc. ( GBL ) and certain of its affiliates (collectively, the Gabelli Reporters). The Schedule 13D/A reported that GAMCO Asset Management, Inc. ( GAMCO ) beneficially owns 1,260,000 of the shares reported; Gabelli Funds, LLC ( Gabelli Funds ) beneficially owns 709,562 of the shares reported; GGCP, Inc. ( GGCP ) beneficially owns 2,000 of shares reported; Mario Gabelli ( Gabelli ) beneficially owns 31,200 of the shares reported; and Gabelli Foundation, Inc. beneficially owns 4,000 of the shares reported. In addition, the Schedule 13D/A also reported that the each Gabelli Reporter (and certain executives, directors and other related persons as disclosed on the Schedule 13D/A) have the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Common Stock reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 92,000 of the reported shares, (ii) Gabelli Funds, a wholly-owned subsidiary of GBL, has sole dispositive and voting power with respect to the shares of the Company held by certain funds (the Funds ) for which it provides advisory services to, so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Company and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Gabelli, GBL, and GGCP is indirect with respect to Common Stock beneficially owned directly by other Gabelli Reporters.
- (5) The percent of class shown was based on the shares of Common Stock reported on the Schedule 13D/A and the total number of shares outstanding as of September 28, 2013 (the date of the Company's most recently filed Form 10-Q for which the Schedule 13D/A was based on). The difference in the total number of shares outstanding on September 28, 2013 and March 7, 2014 does not materially affect the percentage of ownership of the class.



- (6) This information is based on a Schedule 13G/A filed by The Vanguard Group, Inc. ( VGI ) with the Securities and Exchange Commission on February 11, 2014. According to the Schedule 13G/A, VGI has sole voting and dispositive power with respect to 40,303 and 1,821,494, respectively, of the shares shown. In addition, the Schedule 13G/A reported that Vanguard Fiduciary Trust Company ( VFTC ), a wholly-owned subsidiary of VGI, is the beneficial owner of 37,903 shares of the shares shown as a result of its serving as investment manager of collective trust accounts. The Schedule 13G/A also reported that Vanguard Investments Australia, Ltd. ( VIA ), a wholly-owned subsidiary of VGI, is the beneficial owner of 2,400 shares of the shares shown as a result of its serving as investment manager of Australian investment offerings.
- (7) This information is based on a Schedule 13G/A filing filed by Wellington Management Company, LLP ( Wellington ), in its capacity as an investment advisor on February 14, 2014. According to the Schedule 13G/A, Wellington. has shared voting and dispositive power with respect to 1,353,874 and 1,851,874, respectively, of the shares shown. In addition, the Schedule 13G/A reported that the securities as to which the Schedule 13G/A relate to are owned of record by clients of Wellington. The Schedule 13G/A discloses that (i) their clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities and (ii) no client is known to have such right or power with respect to more than five percent of this class of securities.

### **ELECTION OF DIRECTORS**

The Board of Directors proposes to elect the following six persons, each as nominated by the Board of Directors, at the Annual Meeting to serve (subject to the Company's Bylaws) as directors of the Company until the next Annual Meeting (tentatively scheduled for May 7, 2015), or until the election and qualification of their successors: Gregory L. Christopher, Paul J. Flaherty, Gennaro J. Fulvio, Gary S. Gladstein, Scott J. Goldman and Terry Hermanson (collectively, the Nominees ). If any such person should be unwilling or unable to serve as a director of the Company, which is not anticipated, the persons named in the proxy will vote the proxy for substitute nominees selected by them unless the number of directors has been reduced to the number of nominees willing and able to serve.

Directors are elected by a plurality of the votes cast. Plurality means that the individuals who receive the greatest number of votes cast For are elected as directors up to the maximum number of directors to be chosen at the Annual Meeting. Consequently, any shares not voted For a particular director (whether as a result of a direction to withhold or a broker non-vote) will not be counted in such director's favor.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE THEIR SHARES FOR EACH OF THE NOMINEES.**

**OWNERSHIP OF COMMON STOCK BY DIRECTORS AND EXECUTIVE OFFICERS AND INFORMATION ABOUT DIRECTOR NOMINEES**

The following table sets forth, as of March 7, 2014, information about the 770,842 shares of Common Stock (calculated based on 28,342,672 shares outstanding) beneficially owned by each of the Company's current directors, nominees for director, executive officers and named executive officers. The named executive officers are those individuals set forth in the Summary Compensation Table for 2013 included herein. Unless otherwise indicated, all directors, nominees for director, executive officers and named executive officers have sole voting and investment power with respect to the shares of Common Stock reported. The table and the accompanying footnotes set forth the foregoing persons' current positions with the Company, principal occupations and employment over the preceding five years, age and directorships held in certain other publicly-owned companies, as well as, with respect to directors, the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board of Directors to determine that the person should serve as a director of the Company in 2014.

<b>Principal Occupation, Employment, etc.</b>	<b>Common Stock Beneficially Owned as of March 7, 2014 (a)</b>	<b>Percent of Class</b>
Paul J. Flaherty Director of the Company since August 2, 2007; age 74 (1)	15,174	*
Gennaro J. Fulvio Director of the Company since May 9, 2002; age 57 (2)	25,331	*
Gary S. Gladstein Chairman of the Board of Directors since January 1, 2013; Director of the Company since July 1, 2000; age 69 (3)	45,736	*
Scott J. Goldman Director of the Company since January 1, 2008; age 61 (4)	5,000	*

<b>Principal Occupation, Employment, etc.</b>	<b>Common Stock Beneficially Owned as of March 7, 2014 (a)</b>	<b>Percent of Class</b>
Terry Hermanson Director of the Company since February 13, 2003; age 71 (5)	10,081	*
Gregory L. Christopher Chief Executive Officer of the Company since October 30, 2008; Director of the Company since October 28, 2010; age 52 (6)	239,993	*
Daniel R. Corbin Vice President - Corporate Manufacturing Engineering of the Company since January 1, 2013; age 56 (7)	13,110	*
Richard W. Corman Vice President - Controller of the Company since October 28, 2004; age 57 (8)	62,947	*
Melanie K. Franks Vice President - Operational Accounting of the Company since January 1, 2013; age 51 (9)	8,845	*
John B. Hansen Executive Vice President of the Company since January 1, 2013; age 67 (10)	59,629	*
Jeffrey A. Martin Chief Financial Officer and Treasurer of the Company since February 14, 2013; age 47 (11)	43,441	*
Mark Millerchip Executive Director - European Operations of the Company since May 28, 2010; age 47 (12)		
Nicholas W. Moss President - Global and Retail Business of the Company since March 6, 2007; age 57 (13)	40,073	*
Douglas J. Murdock President - Fabricated Products of the Company since January 1, 2013; age 45 (14)	40,642	*
Steffen Sigloch President - Extruded Products of the Company since January 1, 2013; age 45 (15)	22,564	*

Principal Occupation, Employment, etc.	Common Stock Beneficially Owned as of March 7, 2014 (a)	Percent of Class
Gary C. Wilkerson Vice President, General Counsel and Secretary of the Company since May 2, 2005; age 67 (16)	138,276	*
<b>Executive Officers and Directors as a Group</b>	<b>770,842</b>	<b>2.72%**</b>

\* Less than 1%

\*\* Includes 271,326 shares of Common Stock which are subject to currently exercisable stock options and 238,142 shares of non-vested restricted stock held by executive officers and directors of the Company.

(a) The Company intends to conduct a two-for-one split (the **Stock Split**) of the Company's Common Stock payable on March 28, 2014 (the **Split Payment Date**) to stockholders of record at the close of business on March 14, 2014 (the **Split Record Date**). The **Stock Split** will be effected in the form of a stock dividend (the **Split Dividend**) of one additional share of common stock for each share of Common Stock issued, outstanding and held by stockholders as of the **Split Record Date**. The number of shares beneficially owned by the Company's current directors, nominees for director, executive officers and named executive officers listed in the chart above does not reflect any shares that may be distributed to such person in connection with the **Stock Split**. Assuming that such person retains the shares attributed to it in the chart as of the close of business on the **Split Record Date**, the number of shares owned by such beneficial owner immediately after the **Stock Split** will increase by one share for every share owned by it on the **Split Record Date**. However, since all of the Company's Stockholders as of the **Split Record Date** are entitled to receive the **Split Dividend**, the **Stock Split** does not affect the percentage of Common Stock owned by the persons reflected in the chart above.

(1) Mr. Flaherty has been a member of the Advisory Board of Aon Risk Services, Inc., a subsidiary of Aon Corporation ( **Aon** ), the global insurance and risk management firm, since 2001. Prior to his tenure with Aon, Mr. Flaherty was associated with Burson-Marsteller-WPP, a global public affairs and public relations firm. Mr. Flaherty was nominated to serve as a director of the Company because of his years of experience counseling boards and senior management. In addition, his experience in insurance and risk management enable him to assist the Board of Directors in performing its risk oversight function. The number of shares of Common Stock beneficially owned by Mr. Flaherty includes (i) 10,000 shares of Common Stock which are subject to currently exercisable stock options and (ii) 1,000 shares of non-vested restricted stock.

- (2) Mr. Fulvio has been a member of Fulvio & Associates, LLP, Certified Public Accountants, since 1987. Mr. Fulvio was nominated to serve as a director of the Company because of his strength in the area of accounting, his knowledge of and experience with tax matters, and his financial acumen. The number of shares of Common Stock beneficially owned by Mr. Fulvio includes (i) 10,000 shares of Common Stock which are subject to currently exercisable stock options, (ii) 14,331 shares of Common Stock which are owned by Mr. Fulvio's spouse, and (iii) 1,000 shares of non-vested restricted stock.
- (3) Mr. Gladstein previously served as a director of the Company from 1990 to 1994. Mr. Gladstein is currently an independent investor and consultant. From the beginning of 2000 to August 31, 2004, Mr. Gladstein was a Senior Consultant at Soros Fund Management. He was a partner and Chief Operating Officer at Soros Fund Management from 1985 until his retirement at the end of 1999. In the past five years, Mr. Gladstein also served as a director of Inversiones y Representaciones Sociedad Anónima, Darien Rowayton Bank and a number of private companies. Mr. Gladstein was nominated to serve as a director of the Company because of his financial and accounting expertise and his years of experience providing strategic advisory services to complex organizations. In addition, having been a member of the compensation, audit and other committees of public company boards, Mr. Gladstein is familiar with a full range of corporate and board functions. The number of shares of Common Stock beneficially owned by Mr. Gladstein includes (i) 10,000 shares of Common Stock which are subject to currently exercisable stock options and (ii) 1,000 shares of non-vested restricted stock.
- (4) Mr. Goldman has served as the co-founder and Chief Executive Officer of TextPower, Inc., which creates business solutions by using a proprietary library of vertical market text messaging software, since February 17, 2009. From 1987 to February 17, 2009, Mr. Goldman served as founder and principal of the Goldman Group, a company that works with Fortune 500 companies in developing and operating wireless systems. Mr. Goldman was nominated to serve as a director of the Company because of his extensive experience with global companies and strategic planning, as well as his expertise in the technology field. The number of shares of Common Stock beneficially owned by Mr. Goldman includes (i) 4,000 shares of Common Stock which are subject to currently exercisable stock options and (ii) 1,000 shares of non-vested restricted stock.
- (5) Mr. Hermanson has been the principal and President of Mr. Christmas Incorporated, a wholesale merchandising company, for more than the last five years. Mr. Hermanson was nominated to serve as a director of the Company because he has extensive experience in management, strategic planning, as well as a thorough knowledge of wholesale merchandising and international business issues. The number of shares of Common Stock beneficially owned by Mr. Hermanson includes (i) 6,000 shares of Common Stock which are subject to currently exercisable stock options and (ii) 1,000 shares of non-vested restricted stock.
- (6) Prior to October 30, 2008, Mr. Christopher served as Chief Operating Officer. The number of shares of Common Stock beneficially owned by Mr. Christopher includes (i) 32,063 shares of Common Stock which are subject to currently exercisable stock options, (ii) 81,400 shares of non-vested restricted stock, (iii) 900 shares of Common Stock owned

jointly between Mr. Christopher and his spouse, (iv) 70,000 owned by a trust where his wife serves as beneficiary, (v) 40,000 owned by a trust where he serves as beneficiary and (vi) 3,400 shares of Common Stock which are owned by Mr. Christopher's children.

- (7) Mr. Corbin served as (i) Vice President - Copper Business from December 1, 2010 until January 1, 2013, and (ii) Vice President - Fittings and Distribution Business-Standard Products Division of the Company prior to December 1, 2010. The number of shares of Common Stock beneficially owned by Mr. Corbin includes 13,110 shares of non-vested restricted stock.
- (8) The number of shares of Common Stock beneficially owned by Mr. Corman includes (i) 39,700 shares of Common Stock which are subject to currently exercisable stock options and (ii) 8,123 shares of non-vested restricted stock.
- (9) Mrs. Franks served as (i) Vice President - Administration from December 20, 2010 until January 1, 2013, and (ii) Director of Shared Services-Standard Products Division of the Company prior to December 20, 2010. The number of shares of Common Stock beneficially owned by Mrs. Franks includes (i) 5,154 shares of non-vested restricted stock, (ii) 2,072 shares of Common Stock owned jointly between Mrs. Franks and her spouse, and (iii) 812 shares of Common Stock which are owned by Mrs. Franks' spouse.
- (10) Mr. Hansen served as (i) President-Plumbing Business of the Company from January 1, 2011 to January 1, 2013, (ii) President-Manufacturing Operations from May 18, 2009 until January 1, 2011 and (iii) Senior Vice President-Strategy and Industry Relations prior to May 18, 2009. The number of shares of Common Stock beneficially owned by Mr. Hansen includes (i) 7,899 shares of Common Stock which are subject to currently exercisable stock options, (ii) 2,706 shares of Common Stock owned jointly between Mr. Hansen and his spouse, and (iii) 18,000 shares of non-vested restricted stock.
- (11) Mr. Martin served (i) as Interim Chief Financial Officer of the Company from October 26, 2012 to February 13, 2013, (ii) as Vice President - Corporate Development of the Company from January 11, 2011 to October 26, 2012, (iii) as Vice President-Finance & Corporate Development from August 1, 2008 to January 11, 2011, (iv) as Vice President-Operations, Standard Products Division prior to August 1, 2008. The number of shares of Common Stock beneficially owned by Mr. Martin includes (i) 28,400 shares which are subject to currently exercisable stock options, (ii) 3,531 shares of Common Stock owned jointly between Mr. Martin and his wife, and (iii) 11,510 shares of non-vested restricted stock.
- (12) Mr. Millerchip served as Managing Director - Mueller Primaflow Limited prior to May 28, 2010.
- (13) The number of shares of Common Stock beneficially owned by Mr. Moss includes (i) 6,000 shares of Common Stock which are subject to currently exercisable stock options, and (ii) 27,717 shares of non-vested restricted stock.

- (14) Mr. Murdock served as the President Engineered Products Division of the Company prior to January 1, 2013. The number of shares of Common Stock beneficially owned by Mr. Murdock includes (i) 4,264 shares of Common Stock which are subject to currently exercisable stock options, and (ii) 28,130 shares of non-vested restricted stock.
- (15) Mr. Sigloch served as (i) Corporate Vice President Engineering and Manufacturing of the Company from January 1, 2012 to January 1, 2013 and (ii) Vice President Engineering and Manufacturing of Mueller Europe, Ltd, from July 1, 2011 to January 1, 2012. Prior to joining the Company on July 1, 2011, Mr. Sigloch served as Chief Executive Officer of Wieland Copper Products, LLC. The number of shares of Common Stock beneficially owned by Mr. Sigloch includes 21,098 shares of non-vested restricted stock.
- (16) The number of shares of Common Stock beneficially owned by Mr. Wilkerson includes (i) 113,000 shares of Common Stock which are subject to currently exercisable stock options, (ii) 6,376 shares of Common Stock owned jointly between Mr. Wilkerson and his wife and (iii) 18,900 shares of non-vested restricted stock.

### **Meetings and Committees of the Board of Directors**

During 2013, the Board of Directors held five meetings. The Board of Directors established a standing Audit Committee and a Compensation Committee at its organizational meeting on February 13, 1991. On May 13, 1991, the Board of Directors created two committees (the Plan Committees ) to be responsible for administering the Company s 1991 Employee Stock Purchase Plan and the Company s 1991 Incentive Stock Option Plan. On November 16, 1993, the Board of Directors established a standing Nominating Committee. On May 12, 1994, the Board of Directors created two committees to be responsible for administering the Company s 1994 Stock Option Plan and the Company s 1994 Non-Employee Director Stock Option Plan, on February 12, 1998 created a committee to be responsible for administering the Company s 1998 Stock Option Plan and on February 12, 2002 created a committee to be responsible for administering the Company s 2002 Stock Option Plan (collectively, the Option Plan Committees ). On February 12, 2004, the Board of Directors changed the name of the Nominating Committee to the Nominating and Corporate Governance Committee. During 2013, no director attended fewer than 75% of the total number of meetings of the Board and all committees on which he served.

The Audit Committee is currently composed of three directors who are not officers or employees of the Company: Gennaro J. Fulvio (Chairman), Gary S. Gladstein and Scott J. Goldman. Each member of the Audit Committee has been determined by the Board of Directors to meet the standards for independence

required of audit committee members by the New York Stock Exchange (the NYSE ) and applicable SEC rules. For more information on the NYSE standards for independence, see Corporate Governance-Director Independence in this Proxy Statement. The Board of Directors has further determined that (i) all members of the Audit Committee are financially literate and (ii) Gary S. Gladstein and Gennaro J. Fulvio each possess accounting and related financial management expertise within the meaning of the listing standards of the NYSE, and are each audit committee financial experts within the meaning of applicable SEC rules. The Audit Committee (a) appoints the Company s independent accountants, (b) reviews and approves any major change in the Company s accounting policies, (c) reviews the scope and results of the independent audit, (d) reviews and considers the independence of the accountants, (e) reviews the effectiveness of the Company s internal audit procedures and personnel, (f) reviews the Company s policies and procedures for compliance with disclosure requirements concerning conflicts of interest and the prevention of unethical, questionable or illegal payments and (g) makes such reports and recommendations to the Board of Directors as it may deem appropriate. The Audit Committee held eight formal meetings during the last fiscal year, all of which were attended by the Company s independent auditors. At such meetings, the Audit Committee discussed the scope and results of the annual audit and issues of accounting policy and internal controls.

The Compensation Committee is currently composed of three directors who are not officers or employees of the Company: Paul J. Flaherty (Chairman), Gennaro J. Fulvio and Terry Hermanson. Each member of the Compensation Committee has been determined by the Board of Directors to meet the NYSE s standards for independence. These same directors also serve as members of the Plan Committee and the Option Plan Committees. The Compensation Committee (i) provides assistance to the Board of Directors in discharging the Board of Directors responsibilities relating to management organization, performance, compensation and succession and (ii) makes such recommendations to the Board of Directors as it deems appropriate. During fiscal year 2013, the Compensation Committee and the Option Plan Committee held five formal meetings.