

ZAKAS MARIETTA EDMUNDS
 Form 5
 November 06, 2009

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 ZAKAS MARIETTA EDMUNDS

2. Issuer Name and Ticker or Trading Symbol
 Mueller Water Products, Inc.
 [MWA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP-Strategy and IR

1200 ABERNATHY RD., SUITE 1200

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30328

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Series B Common Stock	01/28/2009	^	J	13,101.86 D \$ 0 0		I	By Spouse
Series A Common Stock	01/28/2009	^	J	13,101.86 A \$ 0 <u>13,101.86</u> ⁽¹⁾		I	By Spouse
Series B Common	01/28/2009	^	J	6,446.8 D \$ 0 0		D	^

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Stock

Series A
Common Stock 01/28/2009 Â J 6,446.8 A \$ 0 96,140.39 (2) (3) D Â

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZAKAS MARIETTA EDMUNDS 1200 ABERNATHY RD. SUITE 1200 ATLANTA, GA 30328	Â	Â	Â SVP-Strategy and IR	Â

Signatures

/s/ Stacey K. Geer,
attorney-in-fact 11/06/2009

__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) 13,101.86 shares of Series B Common Stock were automatically converted into shares of Series A Common Stock on January 28, 2009.

(2) Includes 1,465.595 shares acquired under the Mueller Water Products, Inc. Employee Stock Purchase Plan.

(3) Includes 6,446.80 shares of Series B Common Stock that were automatically converted into shares of Series A Common Stock on January 28, 2009.

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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.