

Torok Raymond
 Form 4
 December 04, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Torok Raymond

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. Date of Earliest Transaction (Month/Day/Year)
 12/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, U.S. Pipe

C/O MUELLER WATER PRODUCTS, INC., 1200 ABERNATHY RD., SUITE 1200
 (Street)

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

ATLANTA, GA 30328
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Series A Common Stock | 12/03/2009 | | S | D | \$ 5,067 (1) 5.233 | 235,046.74 (2) | D |
| Series A Common Stock | 12/03/2009 | | M | A | \$ 21,593 4.22 | 256,639.74 (2) | D |
| Series A Common Stock | 12/03/2009 | | S | D | \$ 21,593 5.191 | 235,046.74 (2) | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 4.22 | 12/03/2009 | | M | 21,593 | ⁽³⁾ 12/15/2016 | Series A Common Stock | 21,593 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Torok Raymond
C/O MUELLER WATER PRODUCTS, INC.
1200 ABERNATHY RD., SUITE 1200
ATLANTA, GA 30328

President, U.S. Pipe

Signatures

/s/ Stacey K. Geer,
attorney-in-fact

12/04/2009

**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) Shares were sold by broker pursuant to Section 10b5-1 Agreement to cover withholding tax liabilities on the lapse of the restrictions on restricted stock units.
- (2) Reflects 2,656.738 shares acquired under the Mueller Water Products, Inc. Employee Stock Purchase Plan.
- The stock options, granted under the Mueller Water Products, Inc. 2006 Stock Incentive Plan, vested in their entirety on August 4, 2007.
- (3) The options were granted to replace options for Walter Industries, Inc. common stock held by the Reporting Person prior to the spin-off of Mueller Water Products by Walter Industries.

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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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