

Mueller Water Products, Inc.  
Form 8-K  
January 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 or 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (Date of earliest event reported): January 26, 2011**

**MUELLER WATER PRODUCTS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**0001-32892**  
(Commission  
File Number)

**20-3547095**  
(I.R.S. Employer  
Identification Number)

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**1200 Abernathy Road, Suite 1200**

**Atlanta, Georgia 30328**

**(Address of Principal Executive Offices)**

**(770) 206-4200**

**(Registrant's telephone number, including area code)**

**Not applicable.**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers**

On January 26, 2011, the board of directors of Mueller Water Products, Inc. (the Company) appointed Shirley C. Franklin to serve on each of the Audit Committee and the Environmental, Health and Safety Committee and Mark J. O'Brien to serve on the Compensation and Human Resources Committee, in each case effective immediately.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of stockholders on January 26, 2011. The stockholders of the Company voted on the following four items:

1. The election of eleven directors to terms ending in 2012.
2. Executive compensation (on an advisory basis).
3. Timing of future advisory votes on executive compensation (on an advisory basis).
4. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2011.

The final voting results were as follows:

|                       | Number of shares<br>outstanding at<br>the record date | Total shares<br>present in<br>person or<br>by proxy |
|-----------------------|---|---|
| Series A common stock | 154,722,327   | 124,408,345   |

Proposal 1. Each of the directors listed below was re-elected as a director of the Company. The nominees for director were elected based on the following votes.

| Director             | Votes For  | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Totals               |            |                | 29,787,205       |
| Donald N. Boyce      | 93,272,531 | 1,348,607      |                  |
| Howard L. Clark, Jr. | 93,742,208 | 878,930        |                  |
| Shirley C. Franklin  | 94,181,944 | 439,194        |                  |
| Gregory E. Hyland    | 92,722,396 | 1,898,742      |                  |
| Jerry W. Kolb        | 92,688,700 | 1,932,438      |                  |
| Joseph B. Leonard    | 87,514,779 | 7,106,359      |                  |
| Mark J. O'Brien      | 93,752,868 | 868,270        |                  |
| Bernard G. Rethore   | 92,706,933 | 1,914,205      |                  |
| Neil A. Springer     | 92,713,879 | 1,907,259      |                  |
| Lydia W. Thomas      | 93,733,234 | 887,904        |                  |
| Michael T. Tokarz    | 92,670,354 | 1,950,784      |                  |

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**Proposal 2.** The proposal to approve, on an advisory basis, the executive compensation of the Company's named executive officers, as disclosed in the proxy statement dated December 15, 2010, received the following votes.

|  |            |
|--|------------|
| Votes for approval                               | 72,774,515 |
| Votes for approval as a percentage of votes cast | 78.7%      |
| Votes against approval                           | 19,690,413 |
| Abstentions                                      | 2,156,210  |
| Broker Non-Votes                                 | 29,787,207 |

**Proposal 3.** The proposal to approve, on an advisory basis, the option of every one year as the frequency with which stockholders will be provided an advisory vote on executive compensation, received the following votes.

|                                |            |
|--------------------------------|------------|
| Votes for every one year       | 81,013,220 |
| Percentage of shares voted for | 88.0%      |
| Votes for every two years      | 361,906    |
| Percentage of shares voted for | 0.4%       |
| Votes for every three years    | 10,727,405 |
| Percentage of shares voted for | 11.7%      |
| Abstentions                    | 2,518,607  |
| Broker Non-Votes               | 29,787,207 |

**Proposal 4.** The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2011 received the following votes.

|  |             |
|--|-------------|
| Votes for approval                               | 123,157,956 |
| Votes for approval as a percentage of votes cast | 99.2%       |
| Votes against approval                           | 1,041,055   |
| Abstentions                                      | 209,334     |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 27, 2011

**MUELLER WATER PRODUCTS, INC.**

By: /s/ Robert Barker  
Robert Barker  
Executive Vice President and General Counsel