

Mueller Water Products, Inc.  
Form 8-K  
November 06, 2006

**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): **November 6, 2006**

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**MUELLER WATER PRODUCTS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**3491**

(Primary Standard Industrial  
Classification Code Number)

**20-3547095**

(I.R.S. Employer  
Identification Number)

**4211 W. Boy Scout Boulevard**

**Tampa, FL 33607**

(Address of Principal Executive Offices)

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(813) 871-4811

(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))
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**Item 5.01. Changes in Control of Registrant.**

(b) On November 6, 2006, Walter Industries, Inc. (Walter) announced that its board of directors had authorized the distribution of its approximately 85.8 million shares of Series B common stock of Mueller Water Products, Inc. (the Company, and such shares, the Series B Common Shares) to holders of Walter's common stock on the record date of December 6, 2006. The Series B Common Shares represent approximately 75% of the outstanding shares of the Company, and approximately 96% of the combined voting power of all of the Company's common stock. Walter announced that the distribution of the Series B Common Shares to its shareholders, resulting in an effective change in control of the Company, is expected to occur after the close of trading on December 14, 2006.

A copy of the Walter press release announcing its planned distribution of the Company's Series B Common Shares that it currently owns is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1 November 6, 2006, Walter Industries Board of Directors Declares 2-for-1 Split of Walter Industries Stock and Announces Spin-Off of Mueller Water Products

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**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.

**MUELLER WATER PRODUCTS, INC.**

By: */s/ Victor P. Patrick*  
Victor P. Patrick  
Vice President and Secretary

Date: November 6, 2006

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**MUELLER WATER PRODUCTS, INC.**

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	November 6, 2006, Walter Industries Board of Directors Declares 2-for-1 Split of Walter Industries Stock and Announces Spin-Off of Mueller Water Products

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