

Mueller Water Products, Inc.
Form 8-K
February 01, 2010

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 28, 2010

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

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 8.01 Other Events.

The stockholders of the Company voted on three items at the Annual Meeting of Stockholders held on January 28, 2010.

1. The election of ten directors to terms ending in 2011.
2. Approval of the 2010 Management Incentive Plan.
3. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2010.

The final voting results were as follows:

| | Number of shares outstanding at the record date | Total shares present in person or by proxy |
|-----------------------|---|--|
| Series A common stock | 153,887,751 | 127,928,410 |

Each of the directors listed below was reelected as a director of the Company. The nominees for director were elected based upon the following votes.

| Director | For | Withheld | Broker Non-Votes |
|----------------------|-------------|------------|------------------|
| Totals | 107,577,703 | 3,893,531 | 16,457,176 |
| Donald N. Boyce | 75,857,918 | 35,613,316 | |
| Howard L. Clark, Jr. | 107,456,057 | 4,015,177 | |
| Gregory E. Hyland | 105,248,035 | 6,223,199 | |
| Jerry W. Kolb | 75,851,925 | 35,619,309 | |
| Joseph B. Leonard | 107,484,159 | 3,987,075 | |
| Mark J. O'Brien | 107,491,455 | 3,979,779 | |
| Bernard G. Rethore | 75,868,290 | 35,602,944 | |
| Neil A. Springer | 75,850,099 | 35,621,135 | |
| Lydia W. Thomas | 107,449,610 | 4,021,624 | |
| Michael T. Tokarz | 96,038,761 | 15,432,473 | |

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The proposal to approve the Mueller Water Products, Inc. 2010 Management Incentive Plan received the following votes.

| | |
|--|-------------|
| Votes for approval | 104,709,567 |
| Votes for approval as a percentage of votes cast | 96.07% |
| Votes against approval | 4,279,378 |
| Abstentions | 2,482,289 |
| Broker non-votes | 16,457,176 |

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2010 received the following votes.

| | |
|--|-------------|
| Votes for approval | 127,519,677 |
| Votes for approval as a percentage of votes cast | 99.80% |
| Votes against approval | 260,172 |
| Abstentions | 148,561 |

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 29, 2010

MUELLER WATER PRODUCTS, INC.

/s/ ROBERT BARKER
Robert Barker
Executive Vice President and General Counsel