

Mueller Water Products, Inc.  
Form 8-K  
May 13, 2009

**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): May 12, 2009**

**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)  
  
**1200 Abernathy Road**

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

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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 Arrangements of Certain Officers**

Mr. Gregory S. Rogowski, age 49, has been appointed as President, Mueller Co. Ltd. effective May 12, 2009.

Mr. Rogowski previously served as President and Chief Executive Officer of Performance Fibers, Inc., a privately owned polyester industrial fibers business, since 2004.

The key terms of Mr. Rogowski's compensation package are set forth below:

A base salary of \$375,000 per year, which will be reviewed annually;

An annual target bonus of 75% of annual base salary, with a payout range from zero to 200% of target (based on the satisfaction of predetermined goals);

An initial equity grant of 69,735 stock options and 44,326 restricted stock units which will vest in full three years following the date of grant;

An annual equity opportunity commensurate with an executive-level position at the Company;

A car allowance of \$1,500 per month;

Four weeks vacation each year;

A change-in-control agreement in the form offered to similarly situated executives;

Reimbursement of financial planning expenses in accordance with the Company's policy for executive financial planning equal to \$10,000 during your first calendar year and \$7,500 in the following calendar year and beyond;

A \$3,000 annual allowance for expenses associated with an actual executive physical in accordance with the Company's policy for executive physical exams, subject to applicable taxes; and

Severance of 18 months salary and 18 months target bonus in the event that he is terminated by the Company without cause, if he resigns following a significant diminution in pay or responsibilities, or if he is relocated by the Company more than 50 miles from the Company's current offices in Atlanta, Georgia.

With respect to the severance arrangements, Cause is defined generally as Executive's (i) conviction or guilty plea of a felony or any crime involving fraud or dishonesty; (ii) theft or embezzlement of property from the Company; (iii) refusal to perform the duties of his position in all material respects; (iv) fraudulent preparation of financial information of the Company; and (v) violation of material Company policies or procedures.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

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99.1 Press Release dated May 12, 2009 Gregory S. Rogowski Named President, Mueller Co.

**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: May 13, 2009

**MUELLER WATER PRODUCTS, INC.**

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