Mueller Water Products, Inc.
Form SC 13G/A
April 15, 2011

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

SCHEDULE 13G
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Mueller Water Products Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

624758108
(CUSIP Number)

February 24, 2011
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)

ý Rule 13d-1(c)

¨ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Explanatory Note: This amendment is being filed to correct an inadvertent error with respect to the number of shares of Common Stock beneficially owned by David A. Tepper as of February 24, 2011. The Schedule 13G filed on March 7, 2011 did not include 293,694 shares of Common Stock beneficially owned by Mr. Tepper held with sole

voting and dispositive power. This amendment also reflects changes to the number of shares of Common Stock beneficially owned by each of the Reporting Persons held with shared voting and dispositive power due to the acquisition of 2,354,390 additional shares of Common Stock by the Reporting Persons since the Date of Event (and were therefore not required to be reflected in the Schedule 13G filed on March 7, 2011).

CUSIP No. 624758108 13G

1 NAMES OF REPORTING PERSONS

Appaloosa Investment Limited Partnership I

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 3,654,803
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 3,654,803

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,654,803

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.35%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 624758108 13G

1 NAMES OF REPORTING PERSONS

Palomino Fund Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 5,312,979
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 5,312,979

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,312,979

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.42%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 624758108 13G

1 NAMES OF REPORTING PERSONS

Thoroughbred Fund L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,156,142
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,156,142

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,156,142

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.74%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 624758108 13G

1 NAMES OF REPORTING PERSONS

Thoroughbred Master Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,198,868
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,198,868

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,198,868

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.77%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 624758108 13G

1 NAMES OF REPORTING PERSONS

Appaloosa Management L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 11,322,792
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 11,322,792

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,322,792

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.29%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 624758108 13G

1 NAMES OF REPORTING PERSONS

Appaloosa Partners Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 11,322,792
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 11,322,792

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,322,792

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.29%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 624758108 13G

1 NAMES OF REPORTING PERSONS

David A. Tepper

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 293,694
	6	SHARED VOTING POWER 11,322,792
	7	SOLE DISPOSITIVE POWER 293,694
	8	SHARED DISPOSITIVE POWER 11,322,792

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,616,486

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.48%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Item (a) Name of Issuer
1.

Mueller Water Products Inc.

Item (b) Address of Issuer's Principal Executive Offices
1.

1200 Abernathy Road N.E., Suite 1200, Atlanta GA 30328

Item (a) Name of Person Filing
2.

This statement is being filed by and on behalf of Appaloosa Investment Limited Partnership I ("AILP"), Palomino Fund Ltd. ("Palomino"), Thoroughbred Fund L.P. ("TFLP"), Thoroughbred Master Ltd. ("TML"), Appaloosa Management L.P. ("AMLP"), Appaloosa Partners Inc. ("API") and David A. Tepper ("Mr. Tepper" and, together with AILP, Palomino, TFLP, TML, AMLP and API, the "Reporting Persons"). Mr. Tepper is the sole stockholder and the President of API. API is the general partner of, and Mr. Tepper owns a majority of the limited partnership interest in, AMLP. AMLP is the general partner of AILP and TFLP, and acts as investment advisor to Palomino and TML.

Item (b) Address of Principal Business Office or, if None, Residence
2.

The business address of each of the Reporting Persons is c/o Appaloosa Management L.P., 51 John F. Kennedy Parkway, Short Hills, New Jersey 07078.

Item (c) Citizenship
2.

AILP is a Delaware limited partnership. Palomino is a British Virgin Islands corporation. TFLP is a Delaware limited partnership. TML is a British Virgin Islands corporation. AMLP is a Delaware limited partnership. API is a Delaware corporation. Mr. Tepper is a citizen of the United States.

Item (d) Title of Class of Securities
2.

Common Stock

Item (e) CUSIP Number
2.

624758108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
(b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
(e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
(j) o A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
(k) o Group, in accordance with §240.13d-1(b)(1)(ii)(K);

Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(c).

Item 4. Ownership

The percentages set forth in this Item 4 are based on there being 155,387,703 shares of Common Stock outstanding as of January 31, 2011, as disclosed in Mueller Water Products Inc.'s Form 10-Q for the period ended December 31, 2010 (filed February 9, 2011).

AILP:

(a) Amount beneficially owned: 3,654,803
(b) Percent of class: 2.35%
(c) Number of shares as to which such person has:
  (i) Sole power to vote or to direct the vote: -0-
  (ii) Shared power to vote or to direct the vote: 3,654,803
  (iii) Sole power to dispose or to direct the disposition: -0-
  (iv) Shared power to dispose or to direct the disposition: 3,654,803

Palomino:

(a) Amount beneficially owned: 5,312,979
(b) Percent of class: 3.42%
(c) Number of shares as to which such person has:
  (i) Sole power to vote or to direct the vote: -0-
  (ii) Shared power to vote or to direct the vote: 5,312,979
  (iii) Sole power to dispose or to direct the disposition: -0-
  (iv) Shared power to dispose or to direct the disposition: 5,312,979

TFLP:

(a) Amount beneficially owned: 1,156,142
(b) Percent of class: .74%
(c) Number of shares as to which such person has:
  (i) Sole power to vote or to direct the vote: -0-
  (ii) Shared power to vote or to direct the vote: 1,156,142
  (iii) Sole power to dispose or to direct the disposition: -0-
  (iv) Shared power to dispose or to direct the disposition: 1,156,142

TML:

(a) Amount beneficially owned: 1,198,868

(b) Percent of class: .77%
(c) Number of shares as to which such person has:
(i) Sole power to vote or to direct the vote: -0-
(ii) Shared power to vote or to direct the vote: 1,198,868
(iii) Sole power to dispose or to direct the disposition: -0-
(iv) Shared power to dispose or to direct the disposition: 1,198,868

AMLP:

(a) Amount beneficially owned: 11,322,792
(b) Percent of class: 7.29%
(c) Number of shares as to which such person has:
(i) Sole power to vote or to direct the vote: -0-
(ii) Shared power to vote or to direct the vote: 11,322,792
(iii) Sole power to dispose or to direct the disposition: -0-
(iv) Shared power to dispose or to direct the disposition: 11,322,792

API:

(a) Amount beneficially owned: 11,322,792
(b) Percent of class: 7.29%
(c) Number of shares as to which such person has:
(i) Sole power to vote or to direct the vote: -0-
(ii) Shared power to vote or to direct the vote: 11,322,792
(iii) Sole power to dispose or to direct the disposition: -0-
(iv) Shared power to dispose or to direct the disposition: 11,322,792

Mr. Tepper:

(a) Amount beneficially owned: 11,616,486
(b) Percent of class: 7.48%
(c) Number of shares as to which such person has:
(i) Sole power to vote or to direct the vote: 293,694
(ii) Shared power to vote or to direct the vote: 11,322,792
(iii) Sole power to dispose or to direct the disposition: 293,694
(iv) Shared power to dispose or to direct the disposition: 11,322,792

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 15, 2011

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P., Its General Partner

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Advisor

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

THOROUGHBRED FUND L.P.

By: APPALOOSA MANAGEMENT L.P., Its

General Partner

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

THOROUGHBRED MASTER LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Advisor

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

/s/ David A. Tepper
David A. Tepper

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned agree that the foregoing Statement on Schedule 13G (including any and all amendments thereto) is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k) under the Act and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

Dated: April 15, 2011

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P., Its General Partner

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Advisor

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

THOROUGHBRED FUND L.P.

By: APPALOOSA MANAGEMENT L.P., Its General Partner

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

THOROUGHBRED MASTER LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Advisor

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

/s/ David A. Tepper
David A. Tepper