Mueller Water Products, Inc.

Form 4

November 22, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * TOKARZ MICHAEL T

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

Mueller Water Products, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[MWA]

(Month/Day/Year)

Filed(Month/Day/Year)

11/21/2011

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

1200 ABERNATHY ROAD NE, SUITE 1200

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30328-5670

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pr **Underlying Securities**

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Security (Instr. 3)	· · · · · ·		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A or Disposed (D)	A)	(Month/Day/Year)		(Instr. 3 and 4)	
					(Instr. 3, 4, and 5)					
				Code V	(A) ((D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1)	11/21/2011		J	565.82	(2)	(2)	Series A Common Stock	565.82	\$ 1

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer de la companya de la compan	Director	10% Owner	Officer	Other		
TOKARZ MICHAEL T 1200 ABERNATHY ROAD NE SUITE 1200 ATLANTA, GA 30328-5670	X					

Signatures

/s/ Jeanne Maynard, attorney-in-fact

11/22/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of phantom stock is the economic equivalent of one share of Series A Common Stock.
- (2) The cash-equivalent value of the phantom stock becomes payable upon the reporting person's termination of service as a director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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