

Mueller Water Products, Inc.
Form SC 13G/A
February 12, 2009

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

SCHEDULE 13G

(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 4)***

Mueller Water Products, Inc.

(Name of Issuer)

Series A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

624758108

(CUSIP Number)

January 28, 2009

Date of Event Which Requires Filing of the Statement

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

Rule 13d-1(b)

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 on 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).

CUSIP No. 624758108

13G

Page 2 of 11

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
KBC Asset Management Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Ireland

5. SOLE VOTING POWER
NUMBER OF **0**

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY **3,189,923 shares of Series A Common Stock**

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON **0**

8. SHARED DISPOSITIVE POWER
WITH **3,189,923 shares of Series A Common Stock**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,189,923 shares of Series A Common Stock

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

Approximately 2.8% as of 1/28/09 (based on 115,611,192 shares of Series A Common Stock issued and outstanding, per Form 10-Q dated 2/09/09)*

* On January 28, 2009, the issuer's stockholders approved the conversion of each share of the issuer's Series B common stock into one share of Series A common stock, increasing the total number of shares of Series A common stock outstanding to 115,611,192.

TYPE OF REPORTING PERSON

12.

IA

CUSIP No. 624758108

13G

Page 3 of 11

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KBC Group NV

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Belgium

5. SOLE VOTING POWER
NUMBER OF **0**

6. SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
3,189,923 shares of Series A Common Stock

7. EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

8. WITH
SHARED DISPOSITIVE POWER
3,189,923 shares of Series A Common Stock

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TYPE OF REPORTING PERSON

12.

HC

CUSIP No. 624758108

13G

Page 4 of 11

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KBC Asset Management NV

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Belgium

5. SOLE VOTING POWER
NUMBER OF **0**

6. SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
3,189,923 shares of Series A Common Stock

7. EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
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8. WITH
SHARED DISPOSITIVE POWER
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TYPE OF REPORTING PERSON

12.

IA/HC

CUSIP No. 624758108

13G

Page 5 of 11

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KBC Bank NV

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Belgium

5. SOLE VOTING POWER
NUMBER OF **0**

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY **3,189,923 shares of Series A Common Stock**

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON **0**

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WITH **3,189,923 shares of Series A Common Stock**

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o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. Approximately 2.8% as of 1/28/09 (based on 115,611,192 shares of Series A Common Stock issued and outstanding, per Form 10-Q dated 2/09/09)*

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TYPE OF REPORTING PERSON

12.

BK/HC

CUSIP No. 624758108 **13G** Page 6 of 11

Item 1(a) Name of Issuer: Mueller Water Products, Inc.

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

1200 Abernathy Road, NE Suite
Atlanta, GA 30328

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

KBC Asset Management Ltd.
Joshua Dawson House
Dawson Street
Dublin 2
Ireland

KBC Group NV
Havenlaan 2
1080 Brussels
Belgium

KBC Asset Management NV
Havenlaan 2,
1080 Brussels
Belgium

KBC Bank NV
Havenlaan 2,
1080 Brussels
Belgium

2(d) Title of Class of Securities:

Series A Common Stock, par value \$0.01 per share

2(e) CUSIP Number: 624758108

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;

CUSIP No. 624758108

13G

Page 7 of 11

- (d) o Investment company registered under Section 8 of the Investment Company Act;
- (e) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (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;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box:

Item 4 Ownership:

- (a) Amount beneficially owned:

Incorporated by reference to Item 9 of the cover page pertaining to each reporting person.

- (b) Percent of Class:

Incorporated by reference to Item 11 of the cover page pertaining to each reporting person.

- (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:

Incorporated by reference to Item 5 of the cover page pertaining to each reporting person.

- (ii) shared power to vote or to direct the vote:

Incorporated by reference to Item 6 of the cover page pertaining to each reporting person.

- (iii) sole power to dispose or to direct the disposition of:

Incorporated by reference to Item 7 of the cover page pertaining to each reporting person.

Page 7 of 11

CUSIP No. 624758108 **13G** Page 8 of 11

(iv) shared power to dispose or to direct the disposition of:

Incorporated by reference to Item 8 of the cover page pertaining to each reporting person.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following p.

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.

CUSIP No. 624758108

13G

Page 9 of 11

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

Dated this 12th day of February, 2009.

KBC Group NV

By: /s/ Noel O Halloran
Name: Noel O Halloran
Its: Executive Director and Chief
Investment Officer of KBC Asset
Management Ltd.

KBC Asset Management NV

By: /s/ Noel O Halloran
Name: Noel O Halloran
Its: Executive Director and Chief
Investment Officer of KBC Asset
Management Ltd.

KBC Asset Management Ltd.

By: /s/ Noel O Halloran
Name: Noel O Halloran
Its: Executive Director and
Chief Investment Officer

KBC Bank NV

By: /s/ Noel O Halloran
Name: Noel O Halloran
Its: Executive Director and Chief
Investment Officer of KBC Asset
Management Ltd.

CUSIP No. 624758108

13G
INDEX TO EXHIBITS

Page 10 of 11

Exhibit No. Exhibit

99.1 Joint Filing Agreement

99.2 Declaration Granting Officer Authority

Page 10 of 11