WATTS WATER TECHNOLOGIES INC
Form 10-K
March 01, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2010

Or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Commission file number 001-11499

WATTS WATER TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	**04-2916536** (I.R.S. Employer Identification No.)
815 Chestnut Street, North Andover, MA (Address of Principal Executive Offices)	**01845** (Zip Code)

Registrant's telephone number, including area code: **(978) 688-1811**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Class A Common Stock, par value $0.10 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o No ý

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý

As of July 2, 2010, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately $830,344,650 based on the closing sale price as reported on the New York Stock Exchange.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at February 24, 2011
Class A Common Stock, $0.10 par value per share	30,112,753 shares
Class B Common Stock, $0.10 par value per share	6,953,680 shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for its Annual Meeting of Stockholders to be held on May 11, 2011, are incorporated by reference into Part III of this Annual Report on Form 10-K.

PART I

Item 1. *BUSINESS.*

This Annual Report on Form 10-K contains statements that are not historical facts and are considered forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements contain projections of our future results of operations or our financial position or state other forward-looking information. In some cases you can identify these forward-looking statements by words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," and "would" or similar words. You should not rely on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, some of which are beyond our control. These risks, uncertainties and other factors may cause our actual results, performance or achievements to differ materially from the anticipated future results, performance or achievements expressed or implied by the forward-looking statements. Some of the factors that might cause these differences are described under Item 1A "Risk Factors." You should carefully review all of these factors, and you should be aware that there may be other factors that could cause these differences. These forward-looking statements were based on information, plans and estimates at the date of this report, and, except as required by law, we undertake no obligation to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.

In this Annual Report on Form 10-K, references to "the Company," "Watts," "we," "us" or "our" refer to Watts Water Technologies, Inc. and its consolidated subsidiaries.

Overview

Watts Regulator Co. was founded by Joseph E. Watts in 1874 in Lawrence, Massachusetts. Watts Regulator Co. started as a small machine shop supplying parts to the New England textile mills of the 19th century and grew into a global manufacturer of products and systems focused on the control, conservation and quality of water and the comfort and safety of the people using it. Watts Water Technologies, Inc. was incorporated in Delaware in 1985 and became the parent Company of Watts Regulator Co.

Our "Water by Watts" strategy is to be the leading provider of water quality, water conservation, water safety and water flow control products for the residential and commercial markets in North America and Europe with a presence in Asia. Our primary objective is to grow earnings by increasing sales within existing markets, expanding into new markets, leveraging our distribution channels and customer base, making selected acquisitions, reducing manufacturing costs and advocating for the development and enforcement of industry standards.

We intend to continue to introduce products in existing markets by enhancing our preferred brands, developing new complementary products, promoting plumbing code development to drive sales of safety and water quality products and continually improving merchandising in both the do-it-yourself (DIY) and wholesale distribution channels. We continually target selected new product and geographic markets based on growth potential, including our ability to leverage our existing distribution channels. Additionally, we continually leverage our distribution channels through the introduction of new products, as well as the integration of products of our acquired companies.

We intend to continue to generate growth by targeting selected acquisitions, both in our core markets as well as new complementary markets. We have completed 34 acquisitions since divesting our industrial and oil and gas business in 1999. Our acquisition strategy focuses on businesses that manufacture preferred brand name products that address our themes of water quality, water conservation, water safety, water flow control and comfort and related complementary markets. We target businesses that will provide us with one or more of the following: an entry into new markets, an increase in shelf space with existing customers, strong brand names, a new or improved technology or an expansion of the breadth of our Water by Watts offerings.

We are committed to reducing our manufacturing and operating costs through a combination of manufacturing in lower-cost countries, using Lean Six Sigma to drive continuous improvement across all key processes, and consolidating our diverse manufacturing operations in North America, Europe and Asia. We have a number of manufacturing facilities in lower-cost regions such as China, Bulgaria and Tunisia. In recent years, we have announced several global restructuring plans to reduce our manufacturing footprint in order to reduce our costs and to realize additional operating efficiencies. See Recent Developments in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" for more details.

Our products are sold to wholesale distributors and dealers, major DIY chains and original equipment manufacturers (OEMs). Most of our sales are for products that have been approved under regulatory standards incorporated into state and municipal plumbing, heating, building and fire protection codes in North America and Europe. We have consistently advocated the development and enforcement of plumbing codes and are committed to providing products to meet these standards, particularly for safety and control valve products. These codes serve as a competitive barrier to entry by requiring that products sold in select jurisdictions meet stringent criteria.

Additionally, a majority of our manufacturing facilities are ISO 9000, 9001 or 9002 certified by the International Organization for Standardization.

Our business is reported in three geographic segments: North America, Europe and China. The contributions of each segment to net sales, operating income and the presentation of certain other financial information by segment are reported in Note 17 of the Notes to Consolidated Financial Statements and in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this report.

Products

We have a broad range of products in terms of design distinction, size and configuration. Our only product line that is greater than 10% of our total revenue is our water quality product line. In 2010, 2009 and 2008, water quality products accounted for approximately 15%, 14% and 17%, respectively, of our total sales. Our principal product lines include:

- water quality products, including backflow preventers and check valves for preventing reverse flow within water lines and fire protection systems and point-of-use and point-of-entry water filtration and reverse osmosis systems for both commercial and residential applications;
- a wide range of water pressure regulators for both commercial and residential applications;
- drainage products for commercial, industrial, marine and residential applications;
- water supply products for commercial and residential applications;
- temperature and pressure relief valves for water heaters, boilers and associated systems;
- thermostatic mixing valves for tempering water in commercial and residential applications;
- systems for under-floor radiant applications and hydraulic pump groups for gas boiler manufacturers and renewable energy applications, including thermal control and solar and heat pump control packages; and
- flexible stainless steel connectors for natural and liquid propane gas in commercial food service and residential applications.

Customers and Markets

We sell our products to plumbing, heating and mechanical wholesale distributors, major DIY chains and OEMs.

Wholesalers. Approximately 64% and 65% of our sales in 2010 and 2009, respectively, were to wholesale distributors for commercial and residential applications. We rely on commissioned manufacturers' representatives, some of which maintain a consigned inventory of our products, to market our product lines. Additionally, various water quality products are sold to independent dealers throughout North America.

DIY. Approximately 16% of our sales in both 2010 and 2009 were to DIY customers. Our DIY customers demand less technical products, but are highly receptive to innovative designs and new product ideas.

OEMs. Approximately 20% and 19% of our sales in 2010 and 2009, respectively, were to OEMs. In North America, our typical OEM customers are water heater manufacturers, equipment manufacturers needing flow control devices and water systems manufacturers needing backflow preventers. Our sales to OEMs in Europe are primarily to boiler manufacturers and radiant systems manufacturers. Our sales to OEMs in China are primarily to boiler and bath manufacturers including manufacturers of faucet and shower products.

In both 2010 and 2009, no customer accounted for more than 10% of our total net sales. Our top ten customers accounted for approximately $273.6 million, or 22%, of our total net sales in 2010 and $306.4 million, or 25%, of our total net sales in 2009. Thousands of other customers constituted the remaining 78% of our net sales in 2010 and 75% of our net sales in 2009.

Marketing and Sales

We rely primarily on commissioned manufacturers' representatives to sell our products, some of which maintain a consigned inventory of our products. These representatives sell primarily to plumbing and heating wholesalers or service DIY store locations in North America. We also sell products for the residential construction and home repair and remodeling industries through DIY plumbing retailers, national catalog distribution companies, hardware stores, building material outlets and retail home center chains and through plumbing and heating wholesalers. In addition, we sell products directly to certain large OEMs and private label accounts.

Manufacturing

We have integrated and automated manufacturing capabilities, including a bronze foundry, machining, plastic extrusion and injection molding and assembly operations. Our foundry operations include metal pouring systems, automatic core making, yellow brass forging and brass and bronze die-castings. Our machining operations feature computer-controlled machine tools, high-speed chucking machines with robotics and automatic screw machines for machining bronze, brass and steel components. We have invested heavily in recent years to expand our manufacturing capabilities to ensure the availability of the most efficient and productive equipment. We are committed to maintaining our manufacturing equipment at a level consistent with current technology in order to maintain high levels of quality and manufacturing efficiencies.

Capital expenditures and depreciation for each of the last three years were as follows:

	Years Ended December 31,		
	2010	**2009**	**2008**
		(in millions)	
Capital expenditures	**$ 24.6**	$ 24.2	$ 26.2
Depreciation	**$ 30.5**	$ 33.7	$ 31.5

Raw Materials

We require substantial amounts of raw materials to produce our products, including bronze, brass, cast iron, steel, plastic, and components used in products, and substantially all of the raw materials we require are purchased from outside sources. The commodity markets have experienced tremendous volatility over the past several years, particularly copper. The market prices of many commodities decreased during the latter half of 2008, but increased throughout 2009 and 2010. Bronze and brass are copper-based alloys. The spot price of copper increased approximately 33.2% from December 31, 2009 to December 31, 2010. The fact that we significantly source internationally means that several months of raw materials and work in process are moving through our business at any point in time. We are not able to predict whether commodity costs, including copper, will significantly increase or decrease in the future. If commodity costs continue to increase in the future and we are not able to reduce or eliminate the effect of the cost increases by reducing production costs or implementing price increases, our profit margins could decrease. If commodity costs were to decline, we may experience pressures from customers to reduce our selling prices. The timing of any price reductions and decreases in commodity costs may not align. As a result, our margins could be affected.

With limited exceptions, we have multiple suppliers for our commodities or other raw materials. We believe our relationships with our key suppliers are good and that an interruption in supply from any supplier would not materially affect our ability to meet our immediate demands while another supplier is qualified. We regularly review our suppliers to evaluate their strengths. If a supplier is unable to meet our demands, we believe that our inventory of raw materials will allow for sufficient time to identify and obtain the necessary commodities and other raw materials from an alternate source. We believe that the nature of the commodities and other raw materials used in our business are such that multiple sources are generally available in the market.

Code Compliance

Products representing a majority of our sales are subject to regulatory standards and code enforcement which typically require that these products meet stringent performance criteria. Standards are established by such industry test and certification organizations as the American Society of Mechanical Engineers (A.S.M.E.), the Canadian Standards Association (C.S.A.), the American Society of Sanitary Engineers (A.S.S.E.), the University of Southern California Foundation for Cross-Connection Control (USC FCC), the International Association of Plumbing and Mechanical Officials (I.A.P.M.O.), Factory Mutual (F.M.), the National Sanitation Foundation (N.S.F.) and Underwriters Laboratory (U.L.). Many of these standards are incorporated into state and municipal plumbing and heating, building and fire protection codes.

National regulatory standards in Europe vary by country. The major standards and/or guidelines that our products must meet are AFNOR (France), DVGW (Germany), UNI/ICIN (Italy), KIWA (Netherlands), SVGW (Switzerland), SITAC (Sweden) and WRAS (United Kingdom). Further, there are local regulatory standards requiring compliance as well.

Together with our commissioned manufacturers' representatives, we have consistently advocated for the development and enforcement of plumbing codes. We maintain stringent quality control and testing procedures at each of our manufacturing facilities in order to manufacture products in compliance with code requirements.

We believe that product-testing capability and investment in plant and equipment is needed to manufacture products in compliance with code requirements. Additionally, a majority of our manufacturing facilities are ISO 9000, 9001 or 9002 certified by the International Organization for Standardization.

New Product Development and Engineering

We maintain our own product development staff, design teams, and testing laboratories in North America, Europe and China that work to enhance our existing products and develop new products. We maintain sophisticated product development and testing laboratories. Research and development costs included in selling, general, and administrative expense amounted to $18.6 million, $17.8 million and $17.5 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Effective January 1, 2010, California and Vermont required all pipes, pipe and plumbing fittings and plumbing fixtures sold in those states that convey or dispense water for human consumption to contain virtually no lead content. On January 4, 2011, the federal government enacted a similar law that will take effect nationwide in January 2014. We have invested considerable resources over the past several years to develop lead-free versions of our plumbing products to comply with the new laws in California and Vermont, and we introduced our lead-free product offerings in California and Vermont in the fourth quarter of 2009.

Complying with these new requirements on a nationwide basis will pose a significant challenge for us. The transition to comply with the expected requirements may cause our material costs to increase as suppliers of alternative lead-free metals are currently limited. We may not succeed in passing through these cost increases to our customers. We may also experience technical challenges in our manufacturing process in converting our present manufacturing operations to 100% lead-free products. In addition, we could have difficulty providing sufficient quantities of our lead-free compliant products to meet nationwide demand and we could be left with potentially obsolete traditional leaded product inventories if customers convert to lead-free offerings faster than anticipated.

Competition

The domestic and international markets for water safety and flow control devices are intensely competitive and require us to compete against some companies possessing greater financial, marketing and other resources than ours. Due to the breadth of our product offerings, the number and identities of our competitors vary by product line and market. We consider quality, brand preference, delivery times, engineering specifications, plumbing code requirements, price, technological expertise and breadth of product offerings to be the primary competitive factors. We believe that new product development and product engineering are also important to success in the water industry and that our position in the industry is attributable in part to our ability to develop new and innovative products quickly and to adapt and enhance existing products. We continue to develop new and innovative products to enhance market position and are continuing to implement manufacturing and design programs to reduce costs. We cannot be certain that our efforts to develop new products will be successful or that our customers will accept our new products. Although we own certain patents and trademarks that we consider to be of importance, we do not believe that our business and competitiveness as a whole are dependent on any one of our patents or trademarks or on patent or trademark protection generally.

Backlog

Backlog was approximately $84.2 million at February 18, 2011 and was approximately $86.6 million at February 12, 2010. We do not believe that our backlog at any point in time is indicative of future operating results and we expect our entire current backlog to be converted to sales in 2011.

Employees

As of December 31, 2010, we employed approximately 5,400 people worldwide. None of our employees in North America or China are covered by collective bargaining agreements. In some European countries, our employees are subject to traditional national collective bargaining agreements. We believe that our employee relations are good.

Available Information

We maintain a website with the address *www.wattswater.com*. The information contained on our website is not included as a part of, or incorporated by reference into, this Annual Report on Form 10-K. Other than an investor's own internet access charges, we make available free of charge through our website our Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after we have electronically filed such material with, or furnished such material to, the Securities and Exchange Commission.

Executive Officers and Directors

Set forth below in alphabetical order are the names of our executive officers and directors, their respective ages and positions with our Company and a brief summary of their business experience for at least the past five years:

Executive Officers	**Age**	**Position**
J. Dennis Cawte	60	Group Managing Director, EMEA
David J. Coghlan	51	Chief Executive Officer, President and Director
Kenneth R. Lepage	40	General Counsel, Executive Vice President of Administration and Secretary
William C. McCartney	56	Chief Financial Officer and Treasurer
Non-Employee Directors		
Robert L. Ayers(1)(3)	65	Director
Kennett F. Burnes(1)(3)	68	Director
Richard J. Cathcart(2)(3)	66	Director
Ralph E. Jackson Jr.(2)(3)	69	Director
Kenneth J. McAvoy(1)(3)	70	Director
John K. McGillicuddy(1)(3)	67	Chairman of the Board and Director
Gordon W. Moran(2)(3)	72	Director
Merilee Raines(1)(3)	55	Director

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Nominating and Corporate Governance Committee

J. Dennis Cawte joined our Company in 2001 and was appointed Group Managing Director, EMEA. Prior to joining our Company, he was European President of PCC Valve and Controls, a division of Precision Castparts Corp., a manufacturer of components and castings to the aeronautical industry, from 1999 to 2001. He had also worked for approximately 20 years for Keystone Valve International, a manufacturer and distributor of industrial valves, where his most recent position was the Managing Director Northern Europe, Middle East, Africa and India.

David J. Coghlan was appointed Chief Executive Officer, President and Director in January 2011. He previously served as our Chief Operating Officer from January 2010 to January 2011 and as President of North America and Asia from June 2008 to January 2010. Prior to joining our Company, Mr. Coghlan served as Vice President, Global Parts for Trane Inc., a global manufacturer of commercial and residential heating, ventilation and air conditioning equipment, from April 2004

through May 2008. He also held several management positions within the Climate Control Technologies segment of Ingersoll-Rand Company Limited, a manufacturer of transport temperature control units and refrigerated display merchandisers, from 1995 to December 2003. Before joining Ingersoll-Rand, Mr. Coghlan worked for several years with the management consulting firm of McKinsey & Co. in both the United Kingdom and United States.

Kenneth R. Lepage was appointed General Counsel and Secretary of the Company in August 2008 and Executive Vice President of Administration in December 2009. Mr. Lepage originally joined our Company in September 2003 as Assistant General Counsel and Assistant Secretary. Prior to joining our Company, he was a junior partner at the law firm of Hale and Dorr LLP (now Wilmer Cutler Pickering Hale and Dorr LLP).

William C. McCartney joined our Company in 1985 as Controller. He was appointed our Vice President of Finance in 1994 and served as our Corporate Controller from 1988 to 1999. He was appointed Chief Financial Officer and Treasurer in 2000. He served as Secretary of the Company from January 2000 to November 2005.

Robert L. Ayers has served as a director of our Company since October 2006. He was Senior Vice President of ITT Industries and President of ITT Industries' Fluid Technology from October 1999 until September 2005. Mr. Ayers continued to be employed by ITT Industries from September 2005 until his retirement in September 2006, during which time he focused on special projects for the company. Mr. Ayers joined ITT Industries in 1998 as President of ITT Industries' Industrial Pump Group. Before joining ITT Industries, he was President of Sulzer Industrial USA and Chief Executive Officer of Sulzer Bingham, a pump manufacturer. Mr. Ayers served as a director of T-3 Energy Services, Inc. from August 2007 to January 2011.

Kennett F. Burnes became a director of our Company in February 2009. Mr. Burnes is the retired Chairman, President and Chief Executive Officer of Cabot Corporation, a global specialty chemicals company. He was Chairman from 2001 to March 2008, President from 1995 to January 2008 and Chief Executive Officer from 2001 to January 2008. Prior to joining Cabot Corporation in 1987, Mr. Burnes was a partner at the Boston-based law firm of Choate, Hall & Stewart, where he specialized in corporate and business law for nearly 20 years. He is a director of State Street Corporation, a member of the Dana Farber Cancer Institute's Board of Trustees and a board member of the New England Conservatory. Mr. Burnes is also Chairman of the Board of Trustees of the Schepens Eye Research Institute.

Richard J. Cathcart has served as a director of our Company since October 2007. He was Vice Chairman and a member of the Board of Directors of Pentair, Inc. from February 2005 until his retirement in September 2007. Pentair is a diversified manufacturing company consisting of two operating segments: Water Technologies and Technical Products. He was appointed President and Chief Operating Officer of Pentair's Water Technologies Group in January 2001 and served in that capacity until his appointment as Vice Chairman in February 2005. He began his career at Pentair in March 1995 as Executive Vice President, Corporate Development, where he identified water as a strategic area of growth. In February 1996, he was named Executive Vice President and President of Pentair's Water Technologies Group. Prior to joining Pentair, he held several management and business development positions during his 20-year career with Honeywell International Inc. He is a director of Fluidra S.A.

Ralph E. Jackson, Jr. has served as a director of our Company since 2004. He worked for Cooper Industries, Inc., a manufacturer of electrical products, from 1985 until his retirement in December 2003. Prior to joining Cooper Industries, he worked for the Bussmann and Air Comfort divisions of McGraw-Edison from 1976 until McGraw-Edison was acquired by Cooper Industries in 1985. While with Cooper Industries, he served as Chief Operating Officer from 2000 to December 2003, Executive Vice President, Electrical Operations from 1992 to 2000, and President, Bussmann Division from the time McGraw-Edison was acquired by Cooper Industries to 1992. He served as a member of the Board of Directors of Cooper Industries from 2000 to December 2003.

Kenneth J. McAvoy has served as a director of our Company since 1994. He was Controller of our Company from 1981 to 1985 and Chief Financial Officer and Treasurer from 1986 to 1999. He also served as Vice President of Finance from 1984 to 1994; Executive Vice President of European Operations from 1994 to 1996; and Secretary from 1985 to 1999. He retired from our Company on December 31, 1999. Mr. McAvoy has decided not to stand for re-election at our 2011 annual meeting of stockholders.

John K. McGillicuddy has served as a director of our Company since 2003. He was employed by KPMG LLP, a public accounting firm, from 1965 until his retirement in 2000. He was elected into the Partnership at KPMG LLP in June 1975 where he served as Audit Partner, SEC Reviewing Partner, Partner-in-Charge of Professional Practice, Partner-in-Charge of College Recruiting and Partner-in-Charge of Staff Scheduling. He is a director of Brooks Automation, Inc. and Cabot Corporation.

Gordon W. Moran has served as a director of our Company since 1990. He has been the Chairman of Hollingsworth & Vose Company, a paper manufacturer, since 1997, and served as its President and Chief Executive Officer from 1983 to 1998. Mr. Moran is not standing for re-election at our 2011 annual meeting of stockholders.

Merilee Raines was elected as a member of our Board of Directors in February 2011. Ms. Raines has served as Chief Financial Officer of IDEXX Laboratories, Inc. since October 2003. Prior to becoming Chief Financial Officer, Ms. Raines held several management positions with IDEXX Laboratories, including Corporate Vice President of Finance, Vice President and Treasurer of Finance, Director of Finance, and Controller. IDEXX Laboratories develops, manufactures and distributes diagnostic and information technology products and services for pet and production animal health, water quality and milk safety, and human point-of-care diagnostics.

Product Liability, Environmental and Other Litigation Matters

We are subject to a variety of potential liabilities connected with our business operations, including potential liabilities and expenses associated with possible product defects or failures and compliance with environmental laws. We maintain product liability and other insurance coverage, which we believe to be generally in accordance with industry practices. Nonetheless, such insurance coverage may not be adequate to protect us fully against substantial damage claims.

Contingencies

Foreign Corrupt Practices Act Investigation

In 2009, we conducted an investigation into payments made by employees of Watts Valve Changsha Co., Ltd. (CWV), at that time an indirect wholly-owned subsidiary of the Company in China, to individuals associated with state-owned agencies that may violate the United States Foreign Corrupt Practices Act (FCPA). We voluntarily disclosed this matter to the Securities and Exchange Commission (SEC) and the Department of Justice (DOJ). We have engaged in negotiations with the staff of the SEC and DOJ to resolve potential violations of the FCPA relating to these payments. Those negotiations reached a stage at which we were able to estimate a probable pre-tax charge in connection with these matters of approximately $5.3 million, which amount includes estimated disgorgement of profits and interest. This has been reflected in our results for the year ended December 31, 2010. We have recorded this charge, net of tax, in discontinued operations as these potential violations pertained to CWV, which had been classified as discontinued operations in 2009. We sold CWV in January 2010. There is currently no definitive agreement with the SEC staff or DOJ for the resolution of this matter, including with respect to any disgorgement of profits, fines, penalties or interest payment, and any agreement will be subject to the approval by the Commissioners of the SEC and senior DOJ personnel. Therefore, there can be no assurance that our negotiations with the SEC staff and DOJ will result in a definitive agreement, and the amount of the loss upon final disposition of these matters may exceed our current estimate.

Environmental Remediation

We have been named as a potentially responsible party with respect to a limited number of identified contaminated sites. The levels of contamination vary significantly from site to site as do the related levels of remediation efforts. Environmental liabilities are recorded based on the most probable cost, if known, or on the estimated minimum cost of remediation. We accrue estimated environmental liabilities based on assumptions, which are subject to a number of factors and uncertainties. Circumstances that can affect the reliability and precision of these estimates include identification of additional sites, environmental regulations, level of cleanup required, technologies available, number and financial condition of other contributors to remediation and the time period over which remediation may occur. We recognize that changes in estimates as new remediation requirements are defined or as new information becomes available.

Based on the facts currently known to us, we do not believe that the ultimate outcome of these matters will have a material adverse effect on our liquidity, financial condition or results of operations. Some of our environmental matters are inherently uncertain and there exists a possibility that we may ultimately incur losses from these matters in excess of the amount accrued. However, we cannot currently estimate the amount of any such additional losses.

Asbestos Litigation

We are defending approximately 101 lawsuits in different jurisdictions, with the greatest number filed in Mississippi and California state courts, alleging injury or death as a result of exposure to asbestos. The complaints in these cases typically name a large number of defendants and do not identify any particular Watts products as a source of asbestos exposure. To date, we have obtained a dismissal in every case before it has reached trial because discovery has failed to yield evidence of substantial exposure to any Watts products. Based on the facts currently known to us, we do not believe that the ultimate outcome of these claims will have a material adverse effect on our liquidity, financial condition or results of operations.

Other Litigation

Other lawsuits and proceedings or claims, arising from the ordinary course of operations, are also pending or threatened against us. Based on the facts currently known to us, we do not believe that the ultimate outcome of these other litigation matters will have a material adverse effect on our liquidity, financial condition or results of operations.

Item 1A. ***RISK FACTORS.***

Current economic cycles, particularly those involving reduced levels of commercial and residential starts and remodeling, may continue to have an adverse effect on our revenues and operating results.

We have experienced and expect to continue to experience fluctuations in revenues and operating results due to economic and business cycles. The businesses of most of our customers, particularly plumbing and heating wholesalers and home improvement retailers, are cyclical. Therefore, the level of our business activity has been cyclical, fluctuating with economic cycles. The recent economic downturn may also affect the financial stability of our customers, which could affect their ability to pay amounts owed to their vendors, including us. We also believe our level of business activity is influenced by commercial and residential starts and renovation and remodeling, which are, in turn, heavily influenced by interest rates, consumer debt levels, changes in disposable income, employment growth and consumer confidence. The current credit market conditions may prevent commercial and residential builders or developers from obtaining the necessary capital to continue existing projects or to start new projects. This may result in the delay or cancellation of orders from our customers or potential customers and may adversely affect our revenues and our ability to manage inventory levels, collect customer receivables and maintain profitability. The current conditions in the housing and debt markets have caused a significant reduction in commercial and residential starts and renovation and remodeling. These conditions have adversely impacted our revenue and profit. If these conditions continue or worsen in the future, our revenues and profits could decrease and could result in a material adverse effect on our financial condition and results of operations.

We face intense competition and, if we are not able to respond to competition in our markets, our revenues may decrease.

Competitive pressures in our markets could adversely affect our competitive position, leading to a possible loss of market share or a decrease in prices, either of which could result in decreased revenues and profits. We encounter intense competition in all areas of our business. Additionally, we believe our customers are attempting to reduce the number of vendors from which they purchase in order to reduce the size and diversity of their inventories and their transaction costs. To remain competitive, we will need to invest continually in manufacturing, marketing, customer service and support and our distribution networks. We may not have sufficient resources to continue to make such investments and we may be unable to maintain our competitive position. In addition, we anticipate that we may have to reduce the prices of some of our products to stay competitive, potentially resulting in a reduction in the profit margin for, and inventory valuation of, these products. Some of our competitors are based in foreign countries and have cost structures and prices in foreign currencies. Accordingly, currency fluctuations could cause our U.S. dollar-priced products to be less competitive than our competitors' products which are priced in other currencies.

Changes in the costs of raw materials could reduce our profit margins. Reductions or interruptions in the supply of components or finished goods from international sources could adversely affect our ability to meet our customer delivery commitments.

We require substantial amounts of raw materials, including bronze, brass, cast iron, steel and plastic, and substantially all of the raw materials we require are purchased from outside sources. The costs of raw materials may be subject to change due to, among other things, interruptions in production by suppliers and changes in exchange rates and worldwide price and demand levels. We typically do not enter into long-term supply agreements. Our inability to obtain supplies of raw materials for our products at favorable costs could have a material adverse effect on our business, financial condition or results of operations by decreasing our profit margins. The commodity markets have experienced tremendous volatility over the past several years, particularly copper. The market price of copper increased by 35.6% from January 1, 2010 to February 9, 2011. Should commodity costs continue to increase substantially, we may not be able to completely recover such costs, through selling price increases to our customers or other product cost reductions, which would have a negative effect on our financial results. Additionally, we continue to purchase increased levels of components and finished goods from international sources. In limited cases, these components or finished goods are single-sourced. The availability of components and finished goods from international sources could be adversely impacted by, among other things, interruptions in production by suppliers, suppliers' allocations to other purchasers and new laws or regulations.

Government regulations could limit or delay our ability to market or sell our products.

In January 2011, the President of the United States signed the *Reduction of Lead in Drinking Water Ac*t, which will reduce the permissable weighted average lead content in faucets, fittings and valves intended for use in potable water applications from 8% to 0.25% nationwide beginning in January 2014. The new law is consistent with current legislation in California and Vermont that went into effect in January 2010. We introduced lead-free products for sale in California and Vermont and offer a large selection of lead-free compliant valves and fittings. Complying with these new requirements on a nationwide basis will pose a significant challenge for us. The transition to comply with the expected requirements may cause our material costs to increase as suppliers of alternative lead-free metals are currently limited. We may not succeed in passing through these cost increases to our customers. We may also experience technical challenges in our manufacturing process in converting our present manufacturing operations to 100% lead-free products. In addition, we could have difficulty providing sufficient quantities of our lead-free compliant products to meet nationwide demand and we could be left with potentially obsolete traditional leaded product inventories if customers convert to lead-free offerings faster than anticipated. These requirements could have a material effect on our financial condition and results of operation.

Implementation of our acquisition strategy may not be successful, which could affect our ability to increase our revenues or our profitability.

One of our strategies is to increase our revenues and profitability and expand our business through acquisitions that will provide us with complementary products and increase market share for our existing product lines. We cannot be certain that we will be able to identify, acquire or profitably manage additional companies or successfully integrate such additional companies without substantial costs, delays or other problems. Also, companies acquired recently and in the future may not achieve revenues, profitability or cash flows that justify our investment in them. For example, in February 2011, we announced our intention to purchase Danfoss Socla (Socla) and certain related business assets. Socla is a manufacturer of a wide range of water protection valves and flow control solutions for the water market and the heating, ventilation and air conditioning market. The company is based in France and its products are distributed worldwide for municipal, industrial, commercial and residential use. If we consummate this acquisition, we expect to spend significant time and effort in integrating the Socla business and in identifying, completing and integrating other future acquisitions. We have faced increasing competition for acquisition candidates which have resulted in significant increases in the purchase prices of many acquisition candidates. This competition, and the resulting purchase price increases, may limit the number of acquisition opportunities available to us, possibly leading to a decrease in the rate of growth of our revenues and profitability. In addition, acquisitions may involve a number of risks, including, but not limited to:

- inadequate internal controls over financial reporting and our ability to bring such controls into compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 in a timely manner;
- adverse short-term effects on our reported operating results;
- diversion of management's attention;
- investigations of, or challenges to, acquisitions by competition authorities;
- loss of key personnel at acquired companies; and

unanticipated management or operational problems or legal liabilities.

We are subject to risks related to product defects, which could result in product recalls and could subject us to warranty claims in excess of our warranty provisions or which are greater than anticipated due to the unenforceability of liability limitations.

We maintain strict quality controls and procedures, including the testing of raw materials and safety testing of selected finished products. However, we cannot be certain that our testing will reveal latent defects in our products or the materials from which they are made, which may not become apparent until after the products have been sold into the market. We also cannot be certain that our suppliers will always eliminate latent defects in products we purchase from them. Accordingly, there is a risk that product defects will occur, which could require a product recall. Product recalls can be expensive to implement and, if a product recall occurs during the product's warranty period, we may be required to replace the defective product. In addition, a product recall may damage our relationship with our customers and we may lose market share with our customers. Our insurance policies may not cover the costs of a product recall.

Our standard warranties contain limits on damages and exclusions of liability for consequential damages and for misuse, improper installation, alteration, accident or mishandling while in the possession of someone other than us. We may incur additional operating expenses if our warranty provision does not reflect the actual cost of resolving issues related to defects in our products. If these additional expenses are significant, it could adversely affect our business, financial condition and results of operations.

We face risks from product liability and other lawsuits, which may adversely affect our business.

We have been and expect to continue to be subject to various product liability claims or other lawsuits, including, among others, that our products include inadequate or improper instructions for use or installation, or inadequate warnings concerning the effects of the failure of our products. If we do not have adequate insurance or contractual indemnification, damages from these claims would have to be paid from our assets and could have a material adverse effect on our results of operations, liquidity and financial condition. Like other manufacturers and distributors of products designed to control and regulate fluids and gases, we face an inherent risk of exposure to product liability claims and other lawsuits in the event that the use of our products results in personal injury, property damage or business interruption to our customers. Although we maintain strict quality controls and procedures, including the testing of raw materials and safety testing of selected finished products, we cannot be certain that our products will be completely free from defect. In addition, in certain cases, we rely on third-party manufacturers for our products or components of our products. Although we have product liability and general insurance coverage, we cannot be certain that this insurance coverage will continue to be available to us at a reasonable cost, or, if available, will be adequate to cover any such liabilities. For more information, see "Item 1. Business Product Liability, Environmental and Other Litigation Matters."

Economic and other risks associated with international sales and operations could adversely affect our business and future operating results.

Since we sell and manufacture our products worldwide, our business is subject to risks associated with doing business internationally. Our business and future operating results could be harmed by a variety of factors, including:

- Unexpected geo-political events in foreign countries in which we operate could adversely affect manufacturing and our ability to fulfill customer orders. Currently, there is political and economic unrest in Tunisia where we operate a low-cost manufacturing facility. Although our manufacturing operation has not been materially affected to date, we can give no assurance that future operations will not be adversely affected by unforeseen political events in that country;

trade protection measures and import or export licensing requirements, which could increase our costs of doing business internationally;

potentially negative consequences from changes in tax laws, which could have an adverse impact on our profits;

difficulty in staffing and managing widespread operations, which could reduce our productivity;

costs of compliance with differing labor regulations, especially in connection with restructuring our overseas operations;

laws of some foreign countries, which may not protect our intellectual property rights to the same extent as the laws of the United States; and

unexpected changes in regulatory requirements, which may be costly and require time to implement.

Foreign exchange rate fluctuations could also materially affect our reported results. A portion of our sales and certain portions of our costs, assets and liabilities are denominated in currencies other than U.S. dollars and the percentage of our revenues denominated in a particular currency may not match the percentage of our expenses denominated in that currency. Approximately 44.1% of our sales during the year ended December 31, 2010 were from sales outside of the U.S. compared to 45.1% for the year ended December 31, 2009. We cannot predict whether such currencies as the euro, Canadian dollar or Chinese yuan will appreciate or depreciate against the U.S. dollar in future periods or whether future foreign exchange rate fluctuations will have a positive or negative impact on our reported results.

Our ability to achieve savings through our restructuring plans may be adversely affected by local regulations or factors beyond the control of management.

We have implemented a number of restructuring plans, the most recent being the announced shutdown of two manufacturing facilities in North Carolina. Management's plans include a number of steps that we believe are necessary to reduce operating costs and increase efficiencies throughout our manufacturing, sales and distribution footprint. Although we have considered the impact of local regulations, negotiations with employee representatives, the timing of capital expenditures necessary to prepare facilities and the related costs associated with these activities, factors beyond the control of management may affect the timing and therefore affect when the savings will be achieved under the plans. Further, if we are not successful in completing the restructuring projects in the time frames contemplated or if additional issues arise during the projects that add costs or disrupt customer service, then our operating results could be negatively affected.

Future operating results could be negatively affected by the resolution of various uncertain tax positions and by potential changes to tax incentives

In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Significant judgment is required in determining our worldwide provision for income taxes. We periodically assess our exposures related to our worldwide provision for income taxes and believe that we have appropriately accrued taxes for contingencies. Any reduction of these contingent liabilities or additional assessment would increase or decrease income, respectively, in the period such determination was made. Our income tax filings are regularly under audit by tax authorities and the final determination of tax audits could be materially different than that which is reflected in historical income tax provisions and accruals. As issues arise during tax audits we adjust our tax accrual accordingly. Additionally, we benefit from certain tax incentives offered by various jurisdictions. If we are unable to meet the requirements of such incentives, our inability to use these benefits could have a material negative effect on future earnings.

We are currently a decentralized company, which presents certain risks.

We are currently a decentralized company, which sometimes places significant control and decision-making powers in the hands of local management. This presents various risks such as the risk of being slower to identify or react to problems affecting a key business. Additionally, implementing a company-wide initiative, such as adopting an integrated information system, are often more challenging and costly to implement.

The requirements to evaluate goodwill and indefinite-lived intangible assets for impairment may result in a write-off of all or a portion of our recorded amounts, which would negatively affect our operating results and financial condition.

As of December 31, 2010, our balance sheet included goodwill and indefinite-lived intangible assets of $428.0 million and $46.6 million, respectively. In lieu of amortization, we are required to perform an annual impairment review of both goodwill and indefinite-lived intangible assets. In performing our annual reviews in 2010 and 2009, we recognized a non-cash pre-tax charge of approximately $1.4 million and $3.3 million, respectively, as an impairment of some of the indefinite-lived intangible assets. In performing our annual goodwill review in 2008, we recognized a non-cash pre-tax charge of approximately $22.0 million as an impairment of all the goodwill value related to one reporting unit. Although we have not experienced goodwill impairment in our remaining reporting units to date, there can be no assurances that future goodwill impairment will not occur. We perform our annual test for indications of goodwill and indefinite-lived intangible assets impairment in the fourth quarter of our fiscal year or sooner if indicators of impairment exist.

The loss or financial instability of a major customer could have an adverse effect on our results of operations.

In 2010, our top ten customers accounted for approximately 22% of our total net sales with no one customer accounting for more than 10% of our total net sales. Our customers generally are not obligated to purchase any minimum volume of products from us and are able to terminate their relationships with us at any time. In addition, increases in the prices of our products could result in a reduction in orders for our customers. A significant reduction in orders from, or change in terms of contracts with, any significant customers could have a material adverse effect on our future results of operations. Furthermore, some of our major customers are facing financial challenges due to market declines and heavy debt levels; should these challenges become acute, our results could be materially adversely affected due to reduced orders and/or payment delays or defaults.

Certain indebtedness may limit our ability to pay dividends, incur additional debt and make acquisitions and other investments.

Our revolving credit facility and other senior indebtedness contain operational and financial covenants that restrict our ability to make distributions to stockholders, incur additional debt and make acquisitions and other investments unless we satisfy certain financial tests and comply with various financial ratios. If we do not maintain compliance with these covenants, our creditors could declare a default under our revolving credit facility or senior notes and our indebtedness could be declared immediately due and payable. Our ability to comply with the provisions of our indebtedness may be affected by changes in economic or business conditions beyond our control. Further, one of our strategies is to increase our revenues and profitability and expand our business through acquisitions. We may require capital in excess of our available cash and the unused portion of our revolving credit facility to make large acquisitions, which we would generally obtain from access to the credit markets. There can be no assurance that if a large acquisition is identified that we would have access to sufficient capital to complete such acquisition. Given the current condition of the credit markets, should we require additional debt financing above our existing credit limit, we cannot be assured such financing would be available to us or available to us on reasonable economic terms.

We are negotiating with the SEC and DOJ with respect to potential violations of the Foreign Corrupt Practices Act, and the results of this negotiation could have a material adverse effect on our business prospects, operations, financial condition and cash flow.

As previously disclosed, we conducted an investigation into payments made by employees of a former subsidiary of the Company in China to individuals associated with state-owned agencies that may violate the FCPA. We voluntarily disclosed this matter to the SEC and DOJ. We have engaged in negotiations with the staff of the SEC and DOJ to resolve potential violations of the FCPA relating to these payments. If violations are found, we may be subject to criminal and/or civil sanctions, including substantial fines. Negotiated dispositions of these types of violations also often result in an acknowledgement of wrongdoing by the entity and the appointment of a monitor on terms agreed upon with the DOJ and the SEC to review and monitor current and future business practices with the goal of assuring future FCPA compliance, which could cause us to incur significant costs. The amount of any fines or monetary penalties which could be assessed would depend on, among other factors, findings regarding the amount, timing, nature and scope of any improper payments, whether any such payments were authorized by or made with knowledge of Watts or its affiliates, the amount of gross pecuniary gain or loss involved, and the level of cooperation provided to the government authorities during the investigation. Any determination that we have violated the FCPA could result in sanctions that could have a material adverse effect on our business prospects, operations, financial condition and cash flow.

One of our stockholders can exercise substantial influence over our Company.

Our Class B Common Stock entitles its holders to ten votes for each share and our Class A Common Stock entitles its holders to one vote per share. As of February 1, 2011, Timothy P. Horne beneficially owned approximately 19.0% of our outstanding shares of Class A Common Stock (assuming conversion of all shares of Class B Common Stock beneficially owned by Mr. Horne into Class A Common Stock) and approximately 99.3% of our outstanding shares of Class B Common Stock, which represents approximately 69.4% of the total outstanding voting power. As long as Mr. Horne controls shares representing at least a majority of the total voting power of our outstanding stock, Mr. Horne will be able to unilaterally determine the outcome of most stockholder votes, and other stockholders will not be able to affect the outcome of any such votes.

Conversion and sale of a significant number of shares of our Class B Common Stock could adversely affect the market price of our Class A Common Stock.

As of February 1, 2011, there were outstanding 30,102,677 shares of our Class A Common Stock and 6,953,680 shares of our Class B Common Stock. Shares of our Class B Common Stock may be converted into Class A Common Stock at any time on a one for one basis. Under the terms of a registration rights agreement with respect to outstanding shares of our Class B Common Stock, the holders of our Class B Common Stock have rights with respect to the registration of the underlying Class A Common Stock. Under these registration rights, the holders of Class B Common Stock may require, on up to two occasions, that we register their shares for public resale. If we are eligible to use Form S-3 or a similar short-form registration statement, the holders of Class B Common Stock may require that we register their shares for public resale up to two times per year. If we elect to register any shares of Class A Common Stock for any public offering, the holders of Class B Common Stock are entitled to include shares of Class A Common Stock into which such shares of Class B Common Stock may be converted in such registration. However, we may reduce the number of shares proposed to be registered in view of market conditions. We will pay all expenses in connection with any registration, other than underwriting discounts and commissions. If all of the available registered shares are sold into the public market the trading price of our Class A Common Stock could decline.

Item 1B. ***UNRESOLVED STAFF COMMENTS.***

None.

Item 2. *PROPERTIES.*

As of December 31, 2010, we maintained approximately 32 principal manufacturing, warehouse and distribution centers worldwide, including our corporate headquarters located in North Andover, Massachusetts. Additionally, we maintain numerous sales offices and other smaller manufacturing facilities and warehouses. The principal properties in each of our three geographic segments and their location, principal use and ownership status are set forth below:

North America:

Location	Principal Use	Owned/Leased
North Andover, MA	Corporate Headquarters	Owned
Burlington, ON, Canada	Manufacturing/Distribution	Owned
Chesnee, SC	Manufacturing	Owned
Dunnellon, FL	Warehouse	Owned
Export, PA	Manufacturing	Owned
Fort Myers, FL	Manufacturing	Owned
Franklin, NH	Manufacturing/Distribution	Owned
Kansas City, KS	Manufacturing	Owned
St. Pauls, NC	Manufacturing	Owned
San Antonio, TX	Warehouse	Owned
Spindale, NC	Manufacturing/Distribution	Owned
Calgary, AB, Canada	Distribution Center	Leased
Kansas City, MO	Manufacturing/Distribution	Leased
Peoria, AZ	Manufacturing/Distribution	Leased
Reno, NV	Distribution Center	Leased
Springfield, MO	Manufacturing/Distribution	Leased

Europe, Middle East and Africa:

Location	Principal Use	Owned/Leased
Eerbeek, Netherlands	European Headquarters/Manufacturing	Owned
Biassono, Italy	Manufacturing	Owned
Brescia, Italy	Manufacturing	Owned
Hautvillers, France	Manufacturing	Owned
Landau, Germany	Manufacturing	Owned
Plovdiv, Bulgaria	Manufacturing	Owned
Vildjberg, Denmark	Manufacturing	Owned
Gardolo, Italy	Manufacturing	Leased
Gödersdorf, Austria	Manufacturing	Leased
Monastir, Tunisia	Manufacturing	Leased
Rosières, France	Manufacturing	Leased
Sorgues, France	Manufacturing	Leased

China:

Location	Principal Use	Owned/Leased
Shanghai, China	Asian Headquarters	Leased
Ningbo, Beilun Port, China	Distribution Center	Leased
Ningbo, Beilun, China	Manufacturing	Owned
Taizhou, Yuhuan, China	Manufacturing	Owned

Certain of our facilities are subject to mortgages and collateral assignments under loan agreements with long-term lenders. In general, we believe that our properties, including machinery, tools and equipment, are in good condition, well maintained and adequate and suitable for their intended uses. Many of our manufacturing plants are currently operating at levels that our management considers below normal capacity due to the current worldwide recession. As part of our continuous manufacturing footprint review, management plans to further consolidate its operations. See Recent Developments in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations," for more details.

Item 3. ***LEGAL PROCEEDINGS.***

We are from time to time involved in various legal and administrative procedures. See Item 1. "Business Product Liability, Environmental and Other Litigation Matters," which is incorporated herein by reference.

PART II

Item 5. *MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.*

The following table sets forth the high and low sales prices of our Class A Common Stock on the New York Stock Exchange during 2010 and 2009 and cash dividends paid per share.

	2010			2009		
	High	**Low**	**Dividend**	**High**	**Low**	**Dividend**
First Quarter	**$ 32.85**	**$ 27.96**	**$ 0.11**	$ 25.90	$ 15.76	$ 0.11
Second Quarter	**36.55**	**28.12**	**0.11**	22.49	19.30	0.11
Third Quarter	**35.04**	**27.77**	**0.11**	32.36	19.67	0.11
Fourth Quarter	**37.12**	**32.53**	**0.11**	32.38	28.15	0.11

There is no established public trading market for our Class B Common Stock, which is held by members of the Horne family. The principal holders of such stock are subject to restrictions on transfer with respect to their shares. Each share of our Class B Common Stock (10 votes per share) is convertible into one share of Class A Common Stock (1 vote per share).

On February 8, 2011, we declared a quarterly dividend of eleven cents ($0.11) per share on each outstanding share of Class A Common Stock and Class B Common Stock.

Aggregate common stock dividend payments in 2010 were $16.4 million, which consisted of $13.3 million and $3.1 million for Class A shares and Class B shares, respectively. Aggregate common stock dividend payments in 2009 were $16.2 million, which consisted of $13.0 million and $3.2 million for Class A shares and Class B shares, respectively. While we presently intend to continue to pay cash dividends, the payment of future cash dividends depends upon the Board of Directors' assessment of our earnings, financial condition, capital requirements and other factors.

The number of record holders of our Class A Common Stock as of February 18, 2011 was 170. The number of record holders of our Class B Common Stock as of February 18, 2011 was 6.

We satisfy the minimum withholding tax obligation due upon the vesting of shares of restricted stock and the conversion of restricted stock units into shares of Class A Common Stock by automatically withholding from the shares being issued a number of shares with an aggregate fair market value on the date of such vesting or conversion that would satisfy the withholding amount due.

We did not withhold any Class A Common Stock for withholding tax obligations during the quarter ended December 31, 2010.

The following table includes information with respect to repurchases we made of our Class A Common Stock during the quarter ended December 31, 2010.

Issuer Purchases of Equity Securities

Period	**(a) Total Number of Shares (or Units) Purchased**	**(b) Average Price Paid per Share (or Unit)**	**(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs(1)**	**(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs(1)**
October 4, 2010 - October 31, 2010				553,615
November 1, 2010 - November 28, 2010				553,615
November 29, 2010 - December 31, 2010				553,615
Total				553,615

(1) On November 9, 2007, we announced that our Board of Directors had authorized a stock repurchase program. Under the program, we may repurchase up to an aggregate of 3.0 million shares of our Class A Common Stock in open market purchases or in privately negotiated transactions. On October 28, 2008, we announced that we had suspended our stock repurchase program. As of December 31, 2008, we had repurchased 2.45 million shares of stock for a total cost of $68.1 million. We did not repurchase any shares of stock in 2010 or in 2009.

Performance Graph

Set forth below is a line graph comparing the cumulative total shareholder return on our Class A Common Stock for the last five years with the cumulative return of companies on the Standard & Poor's 500 Stock Index and the Russell 2000 Index. We chose the Russell 2000 Index because it represents companies with a market capitalization similar to that of Watts. The graph assumes that the value of the investment in our Class A Common Stock and each index was $100 at December 31, 2005 and that all dividends were reinvested.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among Watts Water Technologies, Inc., the S&P 500 Index
and the Russell 2000 Index

*
$100 invested on 12/31/05 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

Cumulative Total Return

	12/31/05	12/31/06	12/31/07	12/31/08	12/31/09	12/31/10
Watts Water Technologies, Inc	100.00	137.08	100.54	85.77	108.18	129.82
S & P 500	100.00	115.80	122.16	76.96	97.33	111.99
Russell 2000	100.00	118.37	116.51	77.15	98.11	124.46

The above Performance Graph and related information shall not be deemed "soliciting material" or to be "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

Item 6. ***SELECTED FINANCIAL DATA.***

The selected financial data set forth below should be read in conjunction with our consolidated financial statements, related Notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included herein.

FIVE-YEAR FINANCIAL SUMMARY

(Amounts in millions, except per share and cash dividend information)

	Year Ended 12/31/10(1)(6)	Year Ended 12/31/09(2)(6)	Year Ended 12/31/08(3)(6)	Year Ended 12/31/07(4)(6)	Year Ended 12/31/06(5)(6)
Statement of operations data:					
Net sales	**$ 1,274.6**	$ 1,225.9	$ 1,431.4	$ 1,356.3	$ 1,211.3
Net income from continuing operations attributable to Watts Water Technologies, Inc.	**63.1**	41.0	45.2	75.7	74.6
Income (loss) from discontinued operations, net of taxes	**(4.3)**	(23.6)	1.4	1.7	(0.9)
Net income attributable to Watts Water Technologies, Inc.	**58.8**	17.4	46.6	77.4	73.7
DILUTED EPS					
Income (loss) per share attributable to Watts Water Technologies, Inc.:					
Continuing operations	**1.69**	1.10	1.23	1.94	2.22
Discontinued operations	**(0.12)**	(0.63)	0.04	0.04	(0.03)
NET INCOME	**1.57**	0.47	1.26	1.99	2.19
Cash dividends declared per common share	**$ 0.44**	$ 0.44	$ 0.44	$ 0.40	$ 0.36
Balance sheet data (at year end):					
Total assets	**$ 1,646.1**	$ 1,599.2	$ 1,660.1	$ 1,729.3	$ 1,660.9
Long-term debt, net of current portion	**$ 378.0**	$ 304.0	$ 409.8	$ 432.2	$ 441.7

(1) For the year ended December 31, 2010, net income includes the following net pre-tax costs: intangible impairments, severance costs, asset write-downs and other costs in North America of $0.2 million, $2.5 million, $1.2 million and $0.4 million respectively; intangible impairments, severance costs, asset write-downs and other costs in Europe of $1.2 million, $3.0 million, $1.8 million and $4.4 million respectively; severance costs and other costs in China of $0.2 million and $0.6 million respectively. Additionally, net income includes a tax charge of $1.5 million, or $0.04 per share, relating to the repatriation of earnings recognized upon our decision to dispose of a Chinese subsidiary. The after-tax cost of these items was $11.8 million.

(2) For the year ended December 31, 2009, net income includes the following net pre-tax costs: intangible impairments, severance costs, asset write-downs and other costs in North America of $2.6 million, $1.4 million, $2.4 million and $0.4 million respectively; intangible impairments, severance costs, asset write-downs and other costs in Europe of $0.7 million, $5.2 million, $0.3 million and $0.4 million respectively; severance costs, asset write-downs and income from the gain on the sale of Tianjin Tanggu Watts Valve Co. Ltd. (TWT) in China of $1.3 million, $7.4 million, and $1.1 million respectively. Additionally, net income includes a tax charge of $3.9 million, or $0.11 per share, relating to previously realized tax benefits, which are expected to be recaptured as a result of our decision to restructure our operations in China. The after-tax cost of these items was $20.7 million.

(3)

For the year ended December 31, 2008, net income includes the following net pre-tax costs: goodwill impairment, severance costs, asset write-downs and other costs in North America of

$22.0 million, $2.6 million, $0.4 million and $1.5 million respectively; accelerated depreciation and other costs in China of $1.0 million and $0.2 million, respectively and minority interest income of $0.2 million; severance costs in Europe of $0.2 million. The after-tax cost of these items was $21.2 million.

(4)

For the year ended December 31, 2007, net income includes the following net pre-tax costs: change in estimate of workers' compensation costs of $2.9 million, severance and product line discontinuance costs in North America of $0.4 million and $3.1 million, respectively; accelerated depreciation and asset write-downs, product line discontinuance costs and severance costs in China of $2.9 million, $0.7 million and $0.4 million, respectively, and minority interest income of $0.9 million. The after-tax cost of these items was $6.9 million.

(5)

For the year ended December 31, 2006, net income includes the following net pre-tax gain: gain on sales of buildings of $8.2 million, restructuring costs consisting primarily of European severance of $2.2 million and amortization of $0.4 million, other costs consisting of accelerated depreciation and severance in our former Chinese joint venture of $4.7 million and minority interest income of $1.5 million. The after-tax gain of these items was $1.5 million.

(6)

In September 2009, the Company's Board of Directors approved the sale of its investment in Watts Valve (Changsha) Co., Ltd. (CWV) and subsequently sold CWV in January 2010. Results from operation and estimated loss on disposal are included net of tax for CWV in discontinued operations for 2010, 2009, 2008, 2007 and 2006. In May 2009, the Company liquidated its TEAM Precision Pipework, Ltd. (TEAM) business. Results from operation and loss on disposal are included net of tax from the deconsolidation of TEAM in discontinued operations for 2010, 2009, 2008, 2007 and 2006. In September 1996, we divested our Municipal Water Group of businesses, which included Henry Pratt, James Jones Company and Edward Barber and Company Ltd. Costs and expenses related to the Municipal Water Group, for 2010, 2009, 2008, 2007 and 2006 relate to legal and settlement costs associated with the James Jones Litigation. Discontinued operating losses for 2010 includes an estimated settlement reserve in connection with the Foreign Corrupt Practices Act (FCPA) investigation at CWV (see Note 15) and in 2010 and 2009, includes legal costs associated with the FCPA investigation. Income (loss) for total discontinued operations, net of taxes, consists of ($4.3) million, ($23.6) million, $1.4 million, $1.7 million and ($0.9) million for the years ended December 31, 2010, 2009, 2008, 2007 and 2006, respectively.

Item 7. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.*

Overview

We are a leading supplier of products for use in the water quality, water safety, water flow control and water conservation markets in both North America and Europe with a presence in Asia. For over 136 years, we have designed and manufactured products that promote the comfort and safety of people and the quality and conservation of water used in commercial and residential applications. We earn revenue and income almost exclusively from the sale of our products. Our principal product lines include:

- water quality products, including backflow preventers and check valves for preventing reverse flow within water lines and fire protection systems and point-of-use and point-of-entry water filtration and reverse osmosis systems for both commercial and residential applications;
- a wide range of water pressure regulators for both commercial and residential applications;
- drainage products for commercial, industrial, marine and residential applications;
- water supply products for commercial and residential applications;
- temperature and pressure relief valves for water heaters, boilers and associated systems;
- thermostatic mixing valves for tempering water in commercial and residential applications;
- systems for under-floor radiant applications and hydraulic pump groups for gas boiler manufacturers and renewable energy applications, including thermal control and solar and heat pump control packages; and
- flexible stainless steel connectors for natural and liquid propane gas in commercial food service and residential applications.

Our business is reported in three geographic segments: North America, Europe and China. We distribute our products through three primary distribution channels: wholesale, do-it-yourself (DIY) and original equipment manufacturers (OEMs).

We believe that the factors relating to our future growth include our ability to continue to make selective acquisitions, both in our core markets as well as in new complementary markets, regulatory requirements relating to the quality and conservation of water, safe use of water, increased demand for clean water, continued enforcement of plumbing and building codes and a healthy economic environment. We have completed 34 acquisitions since divesting our industrial and oil and gas business in 1999. Our acquisition strategy focuses on businesses that manufacture preferred brand name products that address our themes of water quality, water conservation, water safety and water flow control and related complementary markets. We target businesses that will provide us with one or more of the following: an entry into new markets, an increase in shelf space with existing customers, a new or improved technology or an expansion of the breadth of our water quality, water conservation, water safety and water flow control products for the commercial, industrial and residential markets.

Products representing a majority of our sales are subject to regulatory standards and code enforcement, which typically require that these products meet stringent performance criteria. Together with our commissioned manufacturers' representatives, we have consistently advocated for the development and enforcement of such plumbing codes. We are focused on maintaining stringent quality control and testing procedures at each of our manufacturing facilities in order to manufacture products in compliance with code requirements and take advantage of the resulting demand for compliant products. We believe that the product development, product testing capability and investment in plant and equipment needed to manufacture products in compliance with code requirements, represent a barrier to entry for competitors.

Despite a struggling commercial marketplace, low residential activity and some foreign exchange headwinds, we were able to grow sales organically by 4% and grow income from continuing operations by 54%. We define organic sales growth as the increase or decrease in sales for the current period compared to the prior period, excluding the impact of the change in foreign currency exchange, and excluding sales in the: (1) current period from business and product line acquisitions that are included in our actual results of operations for less than twelve months, and (2) prior period from business and product line divestitures that are included in our actual results of operations for the twelve-month period prior to the divestiture. We saw growth in the repair and remodeling markets throughout the year, we continued our restructuring programs to right size our manufacturing footprint and we sustained our continuous improvement initiatives to gain productivity in our operations.

There were two major trends which affected our results during 2010. Stronger first half sales were partially offset by declines in the second half in the DIY market in North America and OEM market in Europe. We believe first half sales were enhanced by the anticipated expiration of the home buying credit in the U.S., some minor inventory restocking within the wholesale and retail channels, incremental lead-free compliant product sales in California and Vermont, which started in earnest in the fourth quarter of 2009, and stronger OEM and drain sales in Europe that resulted from heavier destocking by these customers in the fourth quarter of 2009. Sales grew organically by 7% as compared to the same period in 2009 in each of the first two quarters of 2010, whereas we experienced a 5% organic sales increase in the third quarter and a 1% decline in the fourth quarter.

The second major trend we experienced in 2010 was increasing commodity costs, especially with copper-based materials. The spot price of copper increased by 33.2% from December 31, 2009 to December 31, 2010. Through productivity gains and some selective pricing, we were able to offset much of the commodity cost increase. As the year progressed, however, our gross margins were negatively affected, especially in certain European markets. We have announced plans to increase our pricing in 2011 to customers in most of our key markets in reaction to the increased commodity costs, and, a number of our competitors have also announced similar price increases. We are not able to determine whether our 2011 pricing initiatives will be successful in the marketplace.

We continually review our business and implement restructuring plans as needed. We have recently announced plans in the U.S. and Europe which will shut down and consolidate certain of our operations. We expect that these announced programs will be completed by the end of 2011. Please see Note 4 of the Notes to Consolidated Financial Statements for a more detailed explanation of our restructuring activities.

In March 2010, in connection with our manufacturing footprint consolidation, we closed the operations of Tianjin Watts Valve Company Ltd. (TWVC) and relocated its manufacturing to other facilities. On April 12, 2010, we signed a definitive equity transfer agreement with a third party to sell our equity ownership and remaining assets of TWVC. The sale is now expected to be finalized in the first quarter of 2011, subject to receiving all applicable government approvals. We expect to receive net proceeds of approximately $5.9 million from the sale, of which we have already received approximately $4.3 million in deposits. Also, at the time of closing, we anticipate recognizing a gain of approximately $11.0 million, or $0.29 per share, relating to a favorable tax adjustment and a favorable cumulative translation adjustment.

In 2009, our Board of Directors approved the sale of our Watts Valve (Changsha) Co., Ltd. (CWV) subsidiary. We also liquidated our TEAM Precision Pipework, Ltd. (TEAM) subsidiary through an administration process under United Kingdom law, as more fully described in Note 3 of Notes to Consolidated Financial Statements. We classified CWV's and TEAM's results of operations and any related losses as discontinued operations for all periods presented in this report.

Acquisitions

During 2010, we made two acquisitions with an estimated aggregate purchase price of $36.1 million, including the estimated fair value of contingent consideration. We also made a payment of approximately $0.5 million on an earn-out of a previously acquired company.

On April 13, 2010, we acquired 100% of the outstanding stock of Blue Ridge Atlantic Enterprises, Inc. (BRAE) located in Oakboro, North Carolina. BRAE is a provider of engineered rain water harvesting solutions and addresses the commercial, industrial and residential markets. BRAE had annual sales prior to the acquisition of approximately $2.0 million.

On June 28, 2010, we acquired all of the outstanding stock of Austroflex Rohr-Isoliersysteme GmbH (Austroflex). Austroflex is an Austrian-based manufacturer of pre-insulated flexible pipe systems for district heating, solar applications and under-floor radiant heating systems. The acquisition of Austroflex provides us with a full range of pre-insulated PEX tubing, pre-insulated solar tubes, under-floor heating insulation, and distribution capability and positions us as a major supplier of pre-insulated pipe systems in Europe. Austroflex had annual sales prior to the acquisition of approximately $23.0 million.

The results of operations for BRAE are included in our North America segment and the results of operations of Austroflex are included in our Europe segment since their respective acquisition dates and were not material to our consolidated financial statements.

Recent Developments

On February 9, 2011, we announced our intention to acquire Danfoss Socla and the related water control business of Danfoss A/S. This announcement was made in response to the public disclosure of related regulatory filings made with German merger control authorities. The proposed acquisition is subject to the signing of a definitive purchase agreement and is conditioned on the receipt of customary regulatory approvals. The proposed purchase price is expected to be in the range of €115 million to €120 million.

On February 8, 2011, we declared a quarterly dividend of eleven cents ($0.11) per share on each outstanding share of Class A Common Stock and Class B Common Stock.

On February 7, 2011, our Board of Directors elected Merilee Raines to serve as a member of our Board of Directors. Ms. Raines was also appointed by the Board to serve as a member of each of the Audit Committee and the Nominating and Corporate Governance Committee of the Board of Directors.

On February 7, 2011, Kenneth J. McAvoy, one of our directors, informed the Board of his decision not to stand for re-election at our 2011 annual meeting of stockholders, which will be held on May 11, 2011. Mr. McAvoy advised the Board that his decision was made for personal reasons and was not the result of any dispute or disagreement with us on any matter relating to our operations, policies or practices. Mr. McAvoy currently serves as a member of each of the Audit Committee and the Nominating and Corporate Governance Committee.

Our Corporate Governance Guidelines provide that no member of the Board shall be nominated by the Board to serve as a director after he has passed his 72nd birthday, unless the Board has voted to waive the mandatory retirement age of such person as a director. Gordon W. Moran, a member of our Board, has passed his 72nd birthday, and therefore Mr. Moran will also not stand for re-election at our 2011 annual meeting of stockholders.

On January 26, 2011, Patrick S. O'Keefe resigned from his positions of Chief Executive Officer, President and Director. In connection with Mr. O'Keefe's resignation, we entered into a separation agreement with Mr. O'Keefe. Pursuant to the separation agreement, Mr. O'Keefe will continue employment with us from January 26, 2011 through August 3, 2011 and during this period he will receive the greater of either aggregate compensation of $100,000 or short-term disability benefits if his claim under our short-term disability plan is approved. Following the termination of Mr. O'Keefe's employment with us on August 3, 2011, Mr. O'Keefe will be entitled to receive the following payments and benefits: (i) a cash severance payment of approximately $2.9 million, equal to two years of Mr. O'Keefe's 2010 annual salary plus two years of bonus at Mr. O'Keefe's target bonus amount for 2010, payable 50% in an initial lump sum payment within ten days after August 3, 2011 and the balance in monthly installments over the following 24 months; (ii) accelerated vesting of all unvested stock options and restricted stock awards (effective February 3, 2011), and an extension in the time of exercise for the shorter of three years following Mr. O'Keefe's termination date or the original term of the option, such modification of his options and restricted stock awards will result in a non-cash charge of approximately $3.0 million; (iii) other ancillary costs for vacation, auto and professional fees which total approximately $0.1 million. Total pre-tax costs under the separation agreement are approximately $6.1 million and will be recorded in our consolidated statement of operations in the first quarter of 2011. In addition, in accordance with the provisions of our Management Stock Purchase Plan Mr. O'Keefe will be paid the unvested portion, including interest and accrued dividends, of his restricted stock units six months after his termination date. The total amount expected to be paid under the Management Stock Purchase Plan is approximately $1.5 million.

On January 26, 2011, our Board of Directors appointed David J. Coghlan to serve as Chief Executive Officer, President and as a member of our Board of Directors.

On January 4, 2011, the President of United States signed the *Reduction of Lead in Drinking Water Act*, which will reduce the permissable weighted average lead content in faucets, fittings and valves used in potable water applications from 8% to 0.25% nationwide effective in January 2014. The new law is consistent with current laws in California and Vermont that went into effect in January 2010.

Results of Operations

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

Net Sales. Our business is reported in three geographic segments: North America, Europe and China. Our net sales in each of these segments for the years ended December 31, 2010 and 2009 were as follows:

	Year Ended December 31, 2010		Year Ended December 31, 2009			Change to Consolidated Net Sales
	Net Sales	% Sales	Net Sales	% Sales	Change	
	(Dollars in millions)					
North America	**$ 785.5**	**61.6%**	$ 738.5	60.2%	$ 47.0	3.8%
Europe	**468.3**	**36.8**	466.5	38.1	1.8	0.2
China	**20.8**	**1.6**	20.9	1.7	(0.1)	
Total	**$ 1,274.6**	**100.0%**	$ 1,225.9	100.0%	$ 48.7	4.0%

The change in net sales was attributable to the following:

					Change As a % of Consolidated Net Sales				Change As a % of Segment Net Sales		
	North America	Europe	China	Total	North America	Europe	China	Total	North America	Europe	China
	(Dollars in millions)										
Organic	$ 38.8	$ 11.7	$ (0.2)	$ 50.3	3.2%	1.0%	%	4.2%	5.3%	2.5%	(1.0)%
Foreign exchange	7.0	(20.5)	0.1	(13.4)	0.6	(1.7)		(1.1)	0.9	(4.4)	0.5
Acquisitions	1.2	10.6		11.8		0.9		0.9	0.2	2.3	
Total	$ 47.0	$ 1.8	$ (0.1)	$ 48.7	3.8%	0.2%	%	4.0%	6.4%	0.4%	(0.5)%

Organic net sales in 2010 into the North American wholesale market increased by 6.1% compared to 2009. This increase was primarily due to increased unit sales of our plumbing and heating and

backflow product lines. Organic sales into the North American DIY market in 2010 increased 2.5% compared to 2009, primarily from increased product sales volume associated with repair and remodeling activity and new product introductions.

Organic net sales increased in the European wholesale market by 5.3% compared to 2009. This increase was primarily due to a stronger repair and remodeling market, strong sales in our drain product line and higher sales into Eastern Europe. Organic sales into the European OEM market in 2010 were essentially flat with 2009 primarily due to increased sales in hydronic under-floor manifold packages offset by heat pump and solar packages whose lower sales were driven by renewable energy subsidies which had expired. Organic sales into the European DIY market in 2010 increased 6.4% compared to 2009, primarily from initial new store sales to a major retail customer.

The net decrease in sales due to foreign exchange was primarily due to the depreciation of the euro, partially offset by the appreciation of the Canadian dollar against the U.S. dollar. We cannot predict whether these currencies will continue to appreciate or depreciate against the U.S. dollar in future periods or whether future foreign exchange rate fluctuations will have a positive or negative impact on our net sales.

Acquired net sales growth in Europe and North America was due to the inclusion of Austroflex and BRAE, respectively.

Gross Profit. Gross profit and gross profit as a percent of net sales (gross margin) for 2010 and 2009 were as follows:

	Year Ended December 31,	
	2010	**2009**
	(Dollars in millions)	
Gross profit	**$ 464.9**	$ 435.1
Gross margin	**36.5%**	35.5%

Gross margin increased 1.0 percentage point in 2010 compared to 2009. North America's gross margin improvement was primarily attributable to increased sales volumes, better absorption at the factories and productivity gains from our Lean and Six Sigma cost savings initiatives, partially offset by increased raw materials costs and inefficiencies due to the relocation of manufacturing operations related to our restructuring program in the U.S. Europe's gross margin remained relatively flat as better product mix, with the discontinuance of various low-margin products, increased sales volumes and better absorption at the factories was offset by increased commodity costs and inefficiencies from our restructuring program in France.

Selling, General and Administrative Expenses. Selling, general and administrative expenses, or SG&A expenses, for 2010 increased $13.2 million, or 4.1%, compared to 2009. The increase in SG&A expenses was attributable to the following:

	(in millions)	**% Change**
Organic	$ 12.4	3.8%
Foreign exchange	(3.3)	(1.0)
Acquisitions	4.1	1.3
Total	$ 13.2	4.1%

The organic increase in SG&A expenses was primarily due to increased personnel-related costs, due diligence and other acquisition costs, IT costs, including a new enterprise resource planning system (ERP system) and related licensing costs, legal costs and increased variable selling expenses due to higher sales volumes, partially offset by reduced product liability costs. The decrease in SG&A expenses from foreign exchange was primarily due to the depreciation of the euro against the U.S. dollar. Total SG&A expenses, as a percentage of sales, remained constant at 26.4% in each of 2010 and 2009.

Restructuring and Other Charges. In 2010, we recorded a charge of $12.6 million primarily for severance and other costs incurred as part of our previously announced restructuring programs, as compared to $16.1 million for 2009. Included in the 2009 restructuring and other charges was a $1.1 million gain from the 2008 disposition of Tianjin Tanggu Watts Valve Co. Ltd. (TWT). The gain was deferred until all legal and regulatory matters relating to the sale of TWT were resolved. For a more detailed description of our current restructuring plans, see Notes 4 and 5 of Notes to Consolidated Financial Statements in this Annual Report on Form 10-K.

Goodwill and Other Indefinite-Lived Intangible Asset Impairment Charges. We recorded $1.4 million and $3.3 million in 2010 and 2009, respectively, for intangible impairment charges related to certain trademarks and technology. See Note 2 of Notes to Consolidated Financial Statements in this Annual Report on Form 10-K, for additional information regarding these impairments.

Operating Income. Operating income by geographic segment for 2010 and 2009 was as follows:

	Year Ended December 31, 2010	Year Ended December 31, 2009	Change	% Change to Consolidated Operating Income
	(Dollars in millions)			
North America	**$ 106.4**	$ 78.6	$ 27.8	30.2%
Europe	**43.7**	51.0	(7.3)	(7.9)
China	**(0.5)**	(6.6)	6.1	6.6
Corporate	**(35.4)**	(30.8)	(4.6)	(5.0)
Total	**$ 114.2**	$ 92.2	$ 22.0	23.9%

The change in operating income was attributable to the following:

						Change as a % of Consolidated Operating Income					Change as a % of Segment Operating Income			
	North America	Europe	China	Corp.	Total	North America	Europe	China	Corp.	Total	North America	Europe	China	Corp.
	(Dollars in millions)													
Organic	$ 24.7	$ 0.5	$ (0.7)	$ (4.8)	$ 19.7	26.8%	0.5%	(0.7)%	(5.2)%	21.4%	31.4%	1.0%	(10.6)%	15.6%
Foreign exchange	1.4	(2.6)			(1.2)	1.5	(2.8)			(1.3)	1.8	(5.1)		
Acquisitions	(0.6)	(1.4)			(2.0)	(0.7)	(1.5)			(2.2)	(0.7)	(2.7)		
Restructuring, goodwill and other	2.3	(3.8)	6.8	0.2	5.5	2.6	(4.1)	7.3	0.2	6.0	2.9	(7.5)	103.0	(0.7)
Total	$ 27.8	$ (7.3)	$ 6.1	$ (4.6)	$ 22.0	30.2%	(7.9)%	6.6%	(5.0)%	23.9%	35.4%	(14.3)%	92.4%	14.9%

The increase in consolidated organic operating income was due primarily to increased unit volume sales and stronger gross margins, partially offset by increased SG&A expenses. The North America margin increase was primarily due to increased sales volumes, better factory absorption levels and the impact of cost savings initiatives. In 2009, our corporate segment recorded the recovery of past legal expenses, which did not re-occur in 2010.

The net decrease in operating income from foreign exchange was primarily due to the depreciation of the euro against the U.S. dollar, partially offset by the appreciation of the Canadian dollar against the U.S. dollar. We cannot predict whether these currencies will appreciate or depreciate against the U.S. dollar in future periods or whether future foreign exchange rate fluctuations will have a positive or negative impact on our operating income.

Interest Expense. Interest expense increased $0.8 million, or 3.6%, in 2010 compared to 2009, primarily due to the issuance of the $75.0 million of senior notes and higher facility fees on our new revolving credit agreement partially offset by the payment of our $50.0 million of outstanding notes. See Note 11 of Notes to Consolidated Financial Statements in this Annual Report on Form 10-K, for additional information regarding financing arrangements.

Other, net. Other, net increased $0.9 million, or 75.0%, in 2010 compared to 2009, primarily because foreign currency transactions resulted in net gains in 2010, while in 2009 net losses were recognized.

Income Taxes. Our effective tax rate for continuing operations decreased to 33.2% in 2010 from 43.3% in 2009. The decrease was primarily due to reversal of a valuation allowance in Europe recorded during 2010. Also, in 2009 we had a significant write-down of assets at one of our Chinese facilities on which we derived no tax benefit. Additionally, we recorded the reversal of previously recognized tax benefits in China in 2009. These China-related items did not recur in 2010. This favorable impact was partially offset by higher European taxes due to mix of income by country and recognition of tax expense for the repatriation of earnings of TWVC in China upon our decision to dispose of the entity.

Net Income From Continuing Operations attributable to Watts Water Technologies, Inc. Net income from continuing operations for 2010 was $63.1 million, or $1.69 per common share, compared to $41.0 million, or $1.10 per common share, for 2009. Results for 2010 include an after-tax charge of $11.2 million, or $0.29 per common share, for restructuring and other charges related primarily to severance and accelerated depreciation compared to an after-tax restructuring and other charge of $18.1 million, or $0.49 per common share, for 2009. The release of the valuation allowance on net operating losses in Europe as noted above contributed a tax benefit of $0.08 per common share to 2010. Results for 2010 and 2009 included a non-cash net after-tax charge of $0.9 million, or $0.03 per share, and $2.6 million, or $0.07 per share, respectively, to write off certain intangible assets. The depreciation of the euro, partially offset by the appreciation of Canadian dollar against the U.S. dollar, resulted in a negative impact on our operations of $0.04 per common share for 2010 compared to the comparable period in 2009. We cannot predict whether the euro, Canadian dollar or Chinese yuan will appreciate or depreciate against the U.S. dollar in future periods or whether future foreign exchange rate fluctuations will have a positive or negative impact on our net income.

Income (Loss) From Discontinued Operations. The loss from discontinued operations in 2010 was primarily attributable to estimated profits disgorgement and legal costs related to the FCPA investigation of our former subsidiary in China. The loss from discontinued operations in 2009 was primarily attributable to the deconsolidation of TEAM and the loss on the disposal and loss from operations of CWV offset by the resolution of the James Jones Litigation as described in Note 3 of Notes to Consolidated Financial Statements.

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Net Sales. Our net sales in each of these segments for the years ended December 31, 2009 and 2008 were as follows:

	Year Ended December 31, 2009		Year Ended December 31, 2008			Change to Consolidated
	Net Sales	**% Sales**	**Net Sales**	**% Sales**	**Change**	**Net Sales**
			(Dollars in millions)			
North America	**$ 738.5**	**60.2%**	$ 866.2	60.5%	$ (127.7)	(8.9)%
Europe	**466.5**	**38.1**	532.0	37.2	(65.5)	(4.6)
China	**20.9**	**1.7**	33.2	2.3	(12.3)	(0.9)
Total	**$ 1,225.9**	**100.0%**	$ 1,431.4	100.0%	$ (205.5)	(14.4)%

The change in net sales was attributable to the following:

					Change As a % of Consolidated Net Sales				Change As a % of Segment Net Sales		
	North America	Europe	China	Total	North America	Europe	China	Total	North America	Europe	China
	(Dollars in millions)										
Organic	$ (123.1)	$ (75.3)	$ (5.7)	$ (204.1)	(8.6)%	(5.3)%	(0.4)%	(14.3)%	(14.2)%	(14.2)%	(17.2)%
Foreign exchange	(4.6)	(17.7)	0.3	(22.0)	(0.3)	(1.2)		(1.5)	(0.5)	(3.3)	0.9
Acquisitions		27.5		27.5		1.9		1.9		5.2	
Disposal			(6.9)	(6.9)			(0.5)	(0.5)			(20.7)
Total	$ (127.7)	$ (65.5)	$ (12.3)	$ (205.5)	(8.9)%	(4.6)%	(0.9)%	(14.4)%	(14.7)%	(12.3)%	(37.0)%

The organic decline in net sales in North America was primarily due to decreased unit sales of our plumbing and heating, backflow and gas connector product lines. Organic sales into the North American wholesale market in 2009 declined by 17.9% compared to 2008. This was primarily due to decreased unit sales across most of our product lines. Organic sales into the North American DIY market in 2009 increased 0.6% compared to 2008 primarily due to incremental product line penetration at certain retail customers and selected market share gains being offset by lower sales to certain customers.

Organic net sales declined in Europe primarily due to decreased sales in the European wholesale and OEM markets. Our sales into the European wholesale market in 2009 decreased by 13.5% and our sales into the European OEM market decreased by 15.7% compared to 2008 primarily due to the markets in Italy and Germany being soft. Acquired sales growth in Europe was due to the inclusion of Blücher Metal A/S (Blücher), which was acquired on May 30, 2008.

Organic net sales declined in China primarily due to decreased sales in the Chinese export markets. China sales were also negatively affected as compared to 2008 from the disposal of TWT during the fourth quarter of 2008.

The decreases in net sales due to foreign exchange in North America and Europe were primarily due to the depreciation of the Canadian dollar and the euro, respectively, against the U.S. dollar.

Gross Profit. Gross profit and gross profit as a percent of net sales (gross margin) for 2009 and 2008 were as follows:

	Year Ended December 31, 2009	Year Ended December 31, 2008
	(Dollars in millions)	
Gross profit	**$ 435.1**	$ 481.8
Gross margin	**35.5%**	33.7%

Gross profit declined due to decreased sales volume, partially offset by increased gross margin. Gross margin increased by 180 basis points in 2009 compared to 2008 primarily due to lower raw material costs and fewer acquisition charges. Our European gross margin increased in 2009 compared to 2008 primarily due to the inclusion of higher margin Blücher sales and reduced acquisition costs, offset partially by plant under-absorption. Our China segment's gross margin increased as a result of operational improvements at one of our more significant facilities and the divestiture of TWT. Our North American margin also increased for 2009 when compared to 2008 due to lower raw material costs and cost savings initiatives offset by recessionary unit volume sales declines and plant under absorption.

Selling, General and Administrative Expenses. SG&A expenses for 2009 decreased $32.1 million, or 9.0%, compared to 2008. The decrease in SG&A expenses was attributable to the following:

	(in millions)	% Change
Organic	$ (31.1)	(8.7)%
Foreign exchange	(4.7)	(1.3)
Acquisitions	9.0	2.5
Disposal	(5.3)	(1.5)
Total	$ (32.1)	(9.0)%

The organic decrease in SG&A expenses was primarily due to decreased variable selling expenses due to decreased sales, various cost savings measures, lower product liability costs and the net settlement of two lawsuits, partially offset by increased legal and pension expenses. The decrease in SG&A expenses from foreign exchange was primarily due to the depreciation of the euro against the U.S. dollar and to a lesser extent the Canadian dollar against the U.S. dollar. The increase in SG&A expenses from acquisitions was due to the inclusion of Blücher. The reduction due to the disposal relates to the sale of TWT. Total SG&A expenses, as a percentage of sales, were 26.4% in 2009 compared to 24.8% in 2008.

Restructuring and Other Charges. In 2009, we recorded a net charge of $16.1 million primarily for asset impairments, severance and relocation costs in North America, Europe and China. Included in the 2009 restructuring and other charges was a $1.1 million gain from the 2008 disposition of TWT. The gain was deferred until all legal and regulatory matters relating to the sale of TWT were resolved. In 2008, we recorded $5.6 million for severance and relocation costs in North America and China. See Note 4 of Notes to Consolidated Financial Statements in this Annual Report on Form 10-K, for additional information regarding our restructuring plans.

Goodwill and Other Indefinite-Lived Intangible Asset Impairment Charges. We recorded $3.3 million in 2009 for intangible impairment charges related to certain trademarks and technology. The goodwill impairment charge in 2008 of approximately $22.0 million related to our water quality business unit in North America. See Note 2 of Notes to Consolidated Financial Statements in this Annual Report on Form 10-K, for additional information regarding these impairments.

Operating Income. Operating income by geographic segment for 2009 and 2008 was as follows:

	Years Ended			% Change to Consolidated Operating Income
	December 31, 2009	December 31, 2008	Change	
	(Dollars in millions)			
North America	$ 78.6	$ 67.8	$ 10.8	11.0%
Europe	51.0	65.7	(14.7)	(14.9)
China	(6.6)	(7.7)	1.1	1.1
Corporate	(30.8)	(27.2)	(3.6)	(3.7)
Total	$ 92.2	$ 98.6	$ (6.4)	(6.5)%

The change in operating income was attributable to the following:

						Change as a % of Consolidated Operating Income					Change as a % of Segment Operating Income			
	North America	**Europe**	**China**	**Corp.**	**Total**	**North America**	**Europe**	**China**	**Corp.**	**Total**	**North America**	**Europe**	**China**	**Corp.**
						(Dollars in millions)								
Organic	$ (8.2)	$ (9.4)	$ 1.6	$ (3.4)	$ (19.4)	(8.3)%	(9.5)%	1.6%	(3.5)%	(19.7)%	(12.1)%	(14.4)%	20.8%	(12.5)%
Foreign exchange	(0.7)	(1.3)			(2.0)	(0.7)	(1.3)			(2.0)	(1.0)	(2.0)		
Acquisitions		2.4			2.4		2.4			2.4		3.7		
Disposal			5.8		5.8			5.9		5.9			75.3	
Restructuring, goodwill and other	19.7	(6.4)	(6.3)	(0.2)	6.8	20.0	(6.5)	(6.4)	(0.2)	6.9	29.1	(9.7)	(81.8)	(0.7)
Total	$ 10.8	$ (14.7)	$ 1.1	$ (3.6)	$ (6.4)	11.0%	(14.9)%	1.1%	(3.7)%	(6.5)%	16.0%	(22.4)%	(14.3)%	(13.2)%

The decrease in consolidated organic operating income was due primarily to recessionary unit volume sales declines partially offset by stronger gross margins from lower raw material costs and from reductions in variable SG&A expenses such as commissions and shipping costs and from cost savings derived from various cost reduction programs. Corporate costs increased due to increased legal and pension costs, partially offset by the recovery of past legal expenses. The Blücher acquisition accounts for the net increase in operating profits from acquisitions. China's improved organic operating profit was due to operational improvements at one of our more significant facilities. China's operating profit from disposal was due to the divestiture of TWT.

The net decrease in operating income from foreign exchange was primarily due to the depreciation of the euro against the U.S. dollar and, to a lesser extent, the Canadian dollar against the U.S. dollar.

Interest Income. Interest income decreased $4.2 million, or 82.4%, in 2009 compared to 2008. This decrease was primarily a result of lower market interest rates.

Interest Expense. Interest expense decreased $4.2 million, or 16.0%, in 2009 compared to 2008, primarily due to a decrease in the average variable rates charged on the revolving credit facility and to a reduction in the amounts outstanding under the revolving credit facility.

Other (Income) Expense. Other expense decreased $10.7 million in 2009 compared to 2008, primarily because foreign currency transactions resulted in gains in 2009, while in 2008 losses were realized as a result of foreign currency movements primarily in Europe.

Income Taxes. Our effective rate for continuing operations increased to 43.3% in 2009 from 36.3% in 2008. The increase was primarily due to previously realized tax benefits in China, which are expected to be recaptured as a result of our decision to restructure our operations and intangible asset impairments that were not tax deductible. In North America, less tax-exempt interest income was generated in 2009 as compared with 2008.

Net Income From Continuing Operations attributable to Watts Water Technologies, Inc. Net income from continuing operations attributable to Watts Water Technologies, Inc. in 2009 was $41.0 million, or $1.10 per common share, compared to $45.2 million, or $1.23 per common share, in 2008. Results for 2009 included after-tax charges totaling $18.1 million, or $0.49 per share, related to restructuring programs compared to an after-tax charge of $3.9 million, or $0.10 per share, for 2008. Also, results for 2009 included a non-cash net after-tax charge of $2.6 million, or $0.07 per share, to write off certain intangible assets. In 2008, net loss and loss from continuing operations attributable to Watts Water Technologies, Inc. included a non-cash after-tax charge of $17.3 million, or $0.47 per share, to write-off goodwill for one reporting unit. The depreciation of the euro and Canadian dollar against the U.S. dollar resulted in a negative impact on our operations of $0.03 per common share in 2009 compared to 2008.

Income (Loss) From Discontinued Operations. The income (loss) from discontinued operations was primarily attributable to the deconsolidation of TEAM, the loss on the disposal and loss from operations of CWV and legal costs related to the FCPA investigation offset by the resolution of the James Jones Litigation as described in Note 3 of Notes to Consolidated Financial Statements.

Liquidity and Capital Resources

2010 Cash Flows

In 2010, we generated $113.4 million of cash from operating activities as compared to $204.6 million in 2009. We generated approximately $91.0 million of free cash flow (a non-GAAP financial measure, which we reconcile below, defined as net cash provided by continuing operating activities minus capital expenditures plus proceeds from sale of assets), compared to free cash flow of $181.2 million in 2009. Free cash flow as a percentage of net income from continuing operations attributable to Watts Water Technologies, Inc. was 144.2% in 2010 as compared to 442.0% in 2009. The 2009 free cash flow results were affected by the reduction of investment in accounts receivable and inventory driven by the worldwide recession. This is the third consecutive year that we generated free cash flows in excess of net income.

In 2010, we used $57.2 million of net cash from investing activities primarily for the purchase of Austroflex and for capital equipment. We expect to invest approximately $30.0 million in capital equipment in 2011 as part of our ongoing commitment to improve our manufacturing capabilities. We elected to participate in a settlement offer from UBS, AG (UBS) for all of our outstanding auction rate securities (ARS) investments. Under the terms of the settlement offer, we were issued rights by UBS entitling the holder to require UBS to purchase the underlying ARS at par value during the period from June 30, 2010, through July 2, 2012. We elected to exercise this right in 2010 and received $6.5 million from UBS in settlement of all outstanding ARS investments. In addition, during 2010, we invested in nine-month certificates of deposits totaling approximately $4.0 million.

In 2010, we generated $6.9 million of net cash from financing activities primarily from issuing $75.0 million, 10-year private placement notes in June (the Notes), partially offset by the repayment of $50.0 million in private placement notes and $16.4 million of dividend payments.

The Notes were issued pursuant to a Note Purchase Agreement (the 2010 Note Purchase Agreement). We will pay interest on the outstanding balance of the Notes at the rate of 5.05% per annum, payable semi-annually on June 18 and December 18 until the principal on the Notes shall become due and payable. We may, at our option, upon notice, subject to the terms of the 2010 Note Purchase Agreement, prepay at any time all or part of the Notes in an amount not less than $1 million by paying the principal amount plus a make-whole amount (as defined in the 2010 Note Purchase Agreement).

The 2010 Note Purchase Agreement includes operational and financial covenants, with which we are required to comply, including, among others, maintenance of certain financial ratios and restrictions on additional indebtedness, liens and dispositions. Events of defaults under the 2010 Note Purchase Agreement include failure to comply with the financial and operational covenants, as well as bankruptcy and other insolvency events. If an event of default occurs and is continuing, then a majority of the note holders have the right to accelerate and require us to repay all the outstanding notes under the 2010 Note Purchase Agreement. In limited circumstances, such acceleration is automatic. As of December 31, 2010 we were in compliance with all covenants related to the 2010 Note Purchase Agreement.

On June 18, 2010, we entered into a credit agreement (the Credit Agreement) among the Company, certain subsidiaries of the Company who become borrowers under the Credit Agreement, Bank of America, N.A., as Administrative Agent, swing line lender and letter of credit issuer, and the other lenders referred to therein. The Credit Agreement provides for a $300 million, five-year, senior unsecured revolving credit facility which may be increased by an additional $150 million under certain circumstances and subject to the terms of the Credit Agreement. The Credit Agreement has a sublimit of up to $75 million in letters of credit.

Borrowings outstanding under the Credit Agreement bear interest at a fluctuating rate per annum equal to (i) in the case of Eurocurrency rate loans, the British Bankers Association LIBOR rate plus an applicable percentage, ranging from 1.70% to 2.30%, determined by reference to our consolidated leverage ratio plus, in the case of certain lenders, a mandatory cost calculated in accordance with the terms of the Credit Agreement, or (ii) in the case of base rate loans and swing line loans, the highest of (a) the federal funds rate plus 0.5%, (b) the rate of interest in effect for such day as announced by Bank of America, N.A. as its "prime rate," and (c) the British Bankers Association LIBOR rate plus 1.0%, plus an applicable percentage, ranging from 0.70% to 1.30%, determined by reference to our consolidated leverage ratio. In addition to paying interest under the Credit Agreement, we are also required to pay certain fees in connection with the credit facility, including, but not limited to, a facility fee and letter of credit fees.

The Credit Agreement matures on June 18, 2015. We may repay loans outstanding under the Credit Agreement from time to time without premium or penalty, other than customary breakage costs, if any, and subject to the terms of the Credit Agreement.

Covenant compliance

Under the Credit Agreement, we are required to satisfy and maintain specified financial ratios and other financial condition tests. The financial ratios include a consolidated interest coverage ratio based on consolidated earnings before income taxes, interest expense, depreciation, and amortization (Consolidated EBITDA) to consolidated interest expense, as defined in the Credit Agreement. Our Credit Agreement defines Consolidated EBITDA to exclude unusual or non-recurring charges and gains. We are also required to maintain a consolidated leverage ratio of consolidated funded debt to Consolidated EBITDA. Consolidated funded debt, as defined in the Credit Agreement, includes all long and short-term debt, capital lease obligations and any trade letters of credit that are outstanding. Finally, we are required to maintain a consolidated net worth that exceeds a minimum net worth calculation. Consolidated net worth is defined as the total stockholders' equity as reported adjusted for any cumulative translation adjustments and goodwill impairments.

As of December 31, 2010, our actual financial ratios calculated in accordance with our Credit Agreement compared to the required levels under the Credit Agreement were as follows:

	Actual Ratio	Required Level
		Minimum level
Interest Charge Coverage Ratio	7.30 to 1.00	3.50 to 1.00
		Maximum level
Leverage Ratio	0.64 to 1.00	3.25 to 1.00
		Minimum level
Consolidated Net Worth	$906.1 million	$716.8 million

As of December 31, 2010, our actual financial ratio calculated in accordance with our senior note agreements compared to the required ratios therein was as follows:

	Actual Ratio	Required Level
		Minimum level
Fixed Charge Coverage Ratio	5.33 to 1.00	2.00 to 1.00

In addition to the above financial ratios, the Credit Agreement and senior note agreements contain affirmative and negative covenants that include limitations on disposition or sale of assets, prohibitions on assuming or incurring any liens on assets with limited exceptions and limitations on making investments other than those permitted by the agreements.

We have several note agreements as further detailed in Note 11 of Notes to Consolidated Financial Statements. These note agreements require us to maintain a fixed charge coverage ratio of consolidated EBITDA plus consolidated rent expense during the period to consolidated fixed charges. Consolidated fixed charges are the sum of consolidated interest expense for the period and consolidated rent expense.

As of December 31, 2010, we were in compliance with all covenants related to the Credit Agreement and had $265.3 million of unused and available credit under the Credit Agreement and $34.7 million of stand-by letters of credit outstanding on the Credit Agreement. There were no borrowings under the Credit Agreement at December 31, 2010.

We generated $5.5 million of net cash from operating activities of discontinued operations in 2010 primarily due to realization of a tax deduction related to the James Jones settlement.

We generated $5.1 million of net cash from investing activities of discontinued operations in 2010 primarily from cash received from the sale of CWV.

Working capital (defined as current assets less current liabilities) as December 31, 2010 was $578.4 million compared to $489.8 million as of December 31, 2009. The increase was primarily due to a cash increase driven by higher operating earnings and net cash received through debt issuance and retirement. The ratio of current assets to current liabilities was 3.1 to 1 as of December 31, 2010 compared to 2.6 to 1 as of December 31, 2009.

2009 Cash Flows

In 2009, we generated $204.6 million of cash from operating activities as compared to $145.0 million in 2008. We generated approximately $181.2 million of free cash flow, which compares favorably to free cash flow of $119.9 million in 2008. Free cash flow as a percentage of net income from continuing operations attributable to Watts Water Technologies, Inc. was 442.0% in 2009 as compared to 265.3% in 2008 primarily due to better working capital management, temporary decreases in commodity costs, cost containment measures and careful monitoring of our capital spending.

In 2009, we used $21.3 million of net cash from investing activities primarily for purchases of capital equipment. We received proceeds of $1.7 million from the sale of auction rate securities. We received $1.1 million of cash for a purchase price settlement related to a prior-year acquisition. We paid $0.4 million for earn-out payments related to an acquisition from prior years.

As of December 31, 2009, we held $5.4 million in investments in ARS with a total par value of $6.6 million. These auction rate securities were all long-term debt obligations secured by municipal bonds and student loans. During the fourth quarter of 2008, we elected to participate in a settlement offer by UBS. We exercised our rights under the settlement in June 2010 as previously discussed.

We used $77.2 million of net cash from financing activities during 2009. This was primarily due to payments of debt and dividend payments.

We used $21.2 million of net cash from operating activities of discontinued operations in 2009 primarily due to the settlement of $15.3 million related to the James Jones litigation. In addition, separate from the settlement, we paid our outside counsel an additional $5.0 million for services rendered in connection with the litigation.

We used $0.3 million of net cash from investing activities of discontinued operations in 2009 primarily due to purchasing capital equipment.

2008 Cash Flows

In 2008, we generated $145.0 million of cash from operating activities as compared to $90.0 million in 2007. With management's enhanced focus in 2008 on working capital management, net working capital cash outflows decreased from $22.8 million in 2007, to a net working capital cash inflow of $45.5 million in 2008, a $68.3 million positive change. Better overall management of our inventory, accounts receivable and accounts payable drove the improvement in working capital. This change was offset to some extent by lower income from continuing operations.

We used $170.0 million of net cash for investing activities in 2008. We used approximately $167.9 million of net cash to fund the acquisition of Blücher and we spent $7.6 million for acquisition costs related to prior years acquisitions. We received proceeds of $33.3 million from the sale of auction rate securities. We invested $26.2 million in capital equipment as part of our ongoing commitment to improve our manufacturing capabilities.

We used $92.4 million of net cash from financing activities in 2008. This was primarily due to payments for our stock repurchase program, payments of debt and dividend payments, partially offset by increased borrowings under our line of credit.

We generated $0.8 million of net cash from operating activities of discontinued operations in 2008 primarily attributable to TEAM and CWV partially offset by approximately $1.2 million for defense and other legal costs we incurred in the James Jones Litigation. We also received $1.3 million for reimbursements of defense costs.

We used $2.2 million of net cash from investing activities of discontinued operations in 2008 primarily due to acquisition costs related to TEAM and to purchase capital equipment.

Non-GAAP Financial Measures

Our net debt to capitalization ratio (a non-GAAP financial measure, as reconciled below, defined as short and long-term interest-bearing liabilities less cash and cash equivalents as a percentage of the sum of short and long term interest-bearing liabilities less cash and cash equivalents plus total stockholders' equity) decreased to 5.2% for 2010 from 9.9% for 2009. The decrease resulted from increased cash partially offset by increased long-term debt.

We believe free cash flow to be an appropriate supplemental measure of our operating performance because it provides investors with a measure of our ability to generate cash, to repay debt and to fund acquisitions. Other companies may define free cash flow differently. Free cash flow does not represent cash generated from operating activities in accordance with GAAP. Therefore it should not be considered an alternative to net cash provided by operations as an indication of our performance. Free cash flow should also not be considered an alternative to net cash provided by operations as defined by GAAP. The cash conversion rate of free cash flow to net income from continuing operations is also a measure of our performance in cash flow generation.

A reconciliation of net cash provided by continuing operations to free cash flow and calculation of our cash conversion rate is provided below:

	Years Ended December 31,		
	2010	2009	2008
		(in millions)	
Net cash provided by continuing operations	**$ 113.4**	$ 204.6	$ 145.0
Less: additions to property, plant, and equipment	**(24.6)**	(24.2)	(26.2)
Plus: proceeds from the sale of property, plant, and equipment	**2.2**	0.8	1.1
Free cash flow	**$ 91.0**	$ 181.2	$ 119.9
Net income from continuing operations attributable to Watts Water Technologies, Inc as reported	**$ 63.1**	$ 41.0	$ 45.2
Cash conversion rate of free cash flow to net income from continuing operation	**144.2%**	442.0%	265.3%

The 2009 free cash flow results were driven by the worldwide recession, which caused a reduction of investment in accounts receivable and inventory.

Our net debt to capitalization ratio is also a non-GAAP financial measure used by management. Management believes it to be an appropriate supplemental measure because it helps investors understand our ability to meet our financing needs and as a basis to evaluate our financial structure. Our computation may not be comparable to other companies that may define net debt to capitalization differently.

A reconciliation of long-term debt (including current portion) to net debt and our net debt to capitalization ratio is provided below:

	December 31,	
	2010	2009
	(in millions)	
Current portion of long-term debt	**$ 0.7**	$ 50.9
Plus: long-term debt, net of current portion	**378.0**	304.0
Less: cash and cash equivalents	**(329.2)**	(258.2)
Net debt	**$ 49.5**	$ 96.7

A reconciliation of capitalization is provided below:

	December 31,	
	2010	2009
	(in millions)	
Net debt	**$ 49.5**	$ 96.7
Total stockholders' equity	**901.5**	879.6
Capitalization	**$ 951.0**	$ 976.3
Net debt to capitalization ratio	**5.2%**	9.9%

Contractual Obligations

Our contractual obligations as of December 31, 2010 are presented in the following table:

	Payments Due by Period				
Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
			(in millions)		
Long-term debt obligations, including current maturities(a)	$ 378.7	$ 0.7	$ 76.4	$ 1.5	$ 300.1
Operating lease obligations	29.3	8.2	11.4	6.6	3.1
Capital lease obligations(a)	11.6	1.2	2.3	2.4	5.7
Pension contributions(b)	31.0	10.7	6.5	1.9	11.9
Interest(c)	121.1	21.6	40.8	34.5	24.2
Earnout payments(a)	2.4	0.5		1.9	
Other(d)	40.4	33.7	4.5	1.2	1.0
Total	$ 614.5	$ 76.6	$ 141.9	$ 50.0	$ 346.0

(a) as recognized in the consolidated balance sheet

(b) expected pension contributions include amounts to fully fund the defined benefit pension plan through 2012. Potential funding for service costs beyond 2012 are not included in contractual obligations. Those costs are currently estimated at $5.0 million per year.

(c) assumes no borrowings against the Credit Agreement

(d) includes commodity, capital expenditure commitments and other benefits at December 31, 2010

We maintain letters of credit that guarantee our performance or payment to third parties in accordance with specified terms and conditions. Amounts outstanding were approximately $34.9 million as of December 31, 2010 and $37.0 million as of December 31, 2009. Our letters of credit are primarily associated with insurance coverage and, to a lesser extent, foreign purchases and generally expire within one year of issuance. These instruments may exist or expire without being drawn down, therefore they do not necessarily represent future cash flow obligations.

Off-Balance Sheet Arrangements

Except for operating lease commitments, we have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Application of Critical Accounting Policies and Key Estimates

The preparation of our consolidated financial statements in accordance with U.S. GAAP requires management to make judgments, assumptions and estimates that affect the amounts reported. A critical accounting estimate is an assumption about highly uncertain matters and could have a material effect on the consolidated financial statements if another, also reasonable, amount were used, or, a change in the estimate is reasonably likely from period to period. We base our assumptions on historical experience and on other estimates that we believe are reasonable under the circumstances. Actual results could differ significantly from these estimates. There were no changes in our accounting policies or significant changes in our accounting estimates during 2010.

We periodically discuss the development, selection and disclosure of the estimates with our Audit Committee. Management believes the following critical accounting policies reflect its more significant estimates and assumptions.

Revenue recognition

We recognize revenue when all of the following criteria are met: (1) we have entered into a binding agreement, (2) the product has shipped and title has passed, (3) the sales price to the customer is fixed or is determinable and (4) collectability is reasonably assured. We recognize revenue based upon a determination that all criteria for revenue recognition have been met, which, based on the majority of our shipping terms, is considered to have occurred upon shipment of the finished product. Some shipping terms require the goods to be received by the customer before title passes. In those instances, revenues are not recognized until the customer has received the goods. We record estimated reductions to revenue for customer returns and allowances and for customer programs. Provisions for returns and allowances are made at the time of sale, derived from historical trends and form a portion of the allowance for doubtful accounts. Customer programs, which are primarily annual volume incentive plans, allow customers to earn credit for attaining agreed upon purchase targets from us. We record estimated reductions to revenue, made at the time of sale, for customer programs based on estimated purchase targets.

Allowance for doubtful accounts

The allowance for doubtful accounts is established to represent our best estimate of the net realizable value of the outstanding accounts receivable. The development of our allowance for doubtful accounts varies by region but in general is based on a review of past due amounts, historical write-off experience, as well as aging trends affecting specific accounts and general operational factors affecting all accounts. In North America, management specifically analyzes individual accounts receivable and establishes specific reserves against financially troubled customers. In addition, factors are developed utilizing historical trends in bad debts, returns and allowances. The ratio of these factors to sales on a rolling twelve-month basis is applied to total outstanding receivables (net of accounts specifically identified) to establish a reserve. In Europe, management develops its bad debt allowance through an aging analysis of all their accounts. In China, management specifically analyzes individual accounts receivable and establishes specific reserves as needed along with providing reserves based on aging analysis.

We uniformly consider current economic trends and changes in customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. We also aggressively monitor the creditworthiness of our largest customers, and periodically review customer credit limits to reduce risk. If circumstances relating to specific customers change or unanticipated changes occur in the general business environment, our estimates of the recoverability of receivables could be further adjusted.

Inventory valuation

Inventories are stated at the lower of cost or market with costs determined primarily on a first-in first-out basis. We utilize both specific product identification and historical product demand as the basis for determining our excess or obsolete inventory reserve. We identify all inventories that exceed a range of one to four years in sales. This is determined by comparing the current inventory balance against unit sales for the trailing twelve months. New products added to inventory within the past twelve months are excluded from this analysis. A portion of our products contain recoverable materials, therefore the excess and obsolete reserve is established net of any recoverable amounts. Changes in market conditions, lower-than-expected customer demand or changes in technology or features could result in additional obsolete inventory that is not saleable and could require additional inventory reserve provisions.

In certain countries, additional inventory reserves are maintained for potential shrinkage experienced in the manufacturing process. The reserve is established based on the prior year's inventory losses adjusted for any change in the gross inventory balance.

Goodwill and other intangibles

We have made numerous acquisitions over the years which included the recognition of a significant amount of goodwill. Goodwill is tested for impairment annually or more frequently if an event or circumstance indicates that an impairment loss may have been incurred. Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, and determination of the fair value of each reporting unit. In 2010, we estimated the fair value of our reporting units using a weighting of the income approach based on the present value of estimated future cash flows and the market approach using guideline companies and selected transactions. We believe this approach yields the most appropriate evidence of fair value as our reporting units are not easily compared to other corporations involved in similar businesses.

Intangible assets such as purchased technology are generally recorded in connection with a business acquisition. Values assigned to intangible assets are determined by an independent valuation firm based on our estimates and judgments regarding expectations of the success and life cycle of products and technology acquired. As of our October 31, 2010 testing date, we determined we had eight reporting units in continuing operations, one which had no goodwill and one which was acquired in 2010. Since we acquired BRAE in April 2010, the estimated fair value of BRAE is derived from the fair value at the date of acquisition as the acquisition closed just six months prior to our testing date.

We review goodwill for impairment utilizing a two-step process. The first step of the impairment test requires a comparison of the fair value of each of our reporting units to the respective carrying value. If the carrying value of a reporting unit is less than its fair value, no indication of impairment exists and a second step is not performed. If the carrying amount of a reporting unit is higher than its fair value, there is an indication that an impairment may exist and a second step must be performed. In the second step, the impairment is computed by comparing the implied fair value of the reporting unit's goodwill with the carrying amount of the goodwill. If the carrying amount of the reporting unit's goodwill is greater than the implied fair value of its goodwill, an impairment loss must be recognized for the excess and charged to operations.

Inherent in our development of the present value of future cash flow projections are assumptions and estimates derived from a review of our operating results, business plans, expected growth rates, cost of capital and tax rates. We also make certain assumptions about future economic conditions and other market data. We develop our assumptions based on our historical results including sales growth, operating profits, working capital levels and tax rates.

We believe that the discounted cash flow model is sensitive to the selected discount rate. We use third-party valuation specialists to help develop appropriate discount rates for each reporting unit. We use standard valuation practices to arrive at a weighted average cost of capital based on the market and guideline public companies. The higher the discount rate, the lower the discounted cash flows. While we believe that our estimates of future cash flows are reasonable, different assumptions could significantly affect our valuations and result in impairments in the future.

During 2010 and 2009, we recognized non-cash pre-tax charges of approximately $1.4 million and $3.3 million, respectively, as an impairment of some of the indefinite-lived intangible assets.

During the fourth quarter of 2008, we recognized an aggregate non-cash goodwill impairment charge of $22.0 million related to our water quality and conditioning reporting unit within our North America segment. The charge reflected the challenges of the residential construction cycle, as well as the broader economic and credit environment.

As of our October 31, 2010 testing date, we had approximately $438.8 million of goodwill on our balance sheet. Our impairment testing indicated that the fair values of the reporting units exceeded the carrying values, thereby resulting in no impairment. The results of this impairment analysis are summarized in the table below:

	Goodwill balance at October 31, 2010	Book value of reporting unit at October 31, 2010	Estimated fair value at October 31, 2010
		(in millions)	
Reporting unit			
Regulator	$ 125.0	$ 312.4	$ 700.3
Europe	159.3	366.7	472.7
Blücher	80.1	147.0	178.4
Dormont	39.2	73.1	120.0
Orion	24.6	33.6	39.3
China	8.0	30.2	93.7

The underlying analyses supporting our fair value assessment related to our outlook of the business' long-term performance, which included key assumptions as to the appropriate discount rate and long-term growth rate. In connection with our October 31, 2010 impairment test, we utilized discount rates ranging from 11.5% to 15.0% and long-term terminal growth rates from 3% to 5% beyond our planning periods.

The Orion reporting unit's operating results are being hindered by the downturn in the commercial and institutional end markets in the U.S., where Orion sells a majority of its products. Should Orion's sales decline because the commercial marketplace deteriorates more than our current expectations, then the reporting unit's goodwill may be at risk for impairment in the future. Orion's goodwill balance as of December 31, 2010 was $24.6 million. As of October 31, 2010, our last impairment analysis date, the fair value of the Orion reporting unit exceeded the carrying value by 17%.

Product liability and workers' compensation costs

Because of retention requirements associated with our insurance policies, we are generally self-insured for potential product liability claims and for workers' compensation costs associated with workplace accidents. For product liability cases in the U.S., management estimates expected settlement costs by utilizing loss reports provided by our third-party administrators as well as developing internal historical trend factors based on our specific claims experience. Management utilizes the internal trend factors that reflect final expected settlement costs. In other countries, we maintain insurance coverage with relatively high deductible payments, as product liability claims tend to be smaller than those experienced in the U.S. Changes in the nature of claims or the actual settlement amounts could affect the adequacy of this estimate and require changes to the provisions. Because the liability is an estimate, the ultimate liability may be more or less than reported.

Workers' compensation liabilities in the U.S. are recognized for claims incurred (including claims incurred but not reported) and for changes in the status of individual case reserves. At the time a workers' compensation claim is filed, a liability is estimated to settle the claim. The liability for workers' compensation claims is determined based on management's estimates of the nature and severity of the claims and based on analysis provided by third-party administrators and by various state statutes and reserve requirements. We have developed our own trend factors based on our specific claims experience, discounted based on risk-free interest rates. In other countries where workers' compensation costs are applicable, we maintain insurance coverage with limited deductible payments. Because the liability is an estimate, the ultimate liability may be more or less than reported and is subject to changes in discount rates.

We determine the trend factors for product liability and workers' compensation liabilities based on consultation with outside actuaries.

We maintain excess liability insurance with outside insurance carriers to minimize our risks related to catastrophic claims in excess of all self-insured positions. Any material change in the aforementioned factors could have an adverse impact on our operating results.

Legal contingencies

We are a defendant in numerous legal matters including those involving environmental law and product liability as discussed in more detail in Part I, Item 1. "Business Product Liability, Environmental and Other Litigation Matters." As required by GAAP, we determine whether an estimated loss from a loss contingency should be accrued by assessing whether a loss is deemed probable and the loss amount can be reasonably estimated, net of any applicable insurance proceeds. Estimates of potential outcomes of these contingencies are developed in consultation with outside counsel. While this assessment is based upon all available information, litigation is inherently uncertain and the actual liability to fully resolve this litigation cannot be predicted with any assurance of accuracy. Final resolution of these matters could possibly result in significant effects on our results of operations, cash flows and financial position.

Pension benefits

We account for our pension plans in accordance with GAAP, which involves recording a liability or asset based on the projected benefit obligation and the fair value of plan assets. Assumptions are made regarding the valuation of benefit obligations and the performance of plan assets. The primary assumptions are as follows:

- Weighted average discount rate this rate is used to estimate the current value of future benefits. This rate is adjusted based on movement in long-term interest rates.

- Expected long-term rate of return on assets this rate is used to estimate future growth in investments and investment earnings. The expected return is based upon a combination of historical market performance and anticipated future returns for a portfolio reflecting the mix of equity, debt and other investments indicative of our plan assets.

- Rates of increase in compensation levels this rate is used to estimate projected annual pay increases, which are used to determine the wage base used to project employees' pension benefits at retirement.

We determine these assumptions based on consultation with outside actuaries and investment advisors. Any variance in these assumptions could have a significant impact on future recognized pension costs, assets and liabilities.

Income taxes

We estimate and use our expected annual effective income tax rates to accrue income taxes. Effective tax rates are determined based on budgeted earnings before taxes, including our best estimate of permanent items that will affect the effective rate for the year. Management periodically reviews these rates with outside tax advisors and changes are made if material variances from expectations are identified.

We recognize deferred taxes for the expected future consequences of events that have been reflected in the consolidated financial statements. Deferred tax assets and liabilities are determined based on differences between the book values and tax bases of particular assets and liabilities, using tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided to offset any net deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. We consider estimated future taxable income and ongoing prudent tax planning strategies in assessing the need for a valuation allowance.

New Accounting Standards

In October 2009, the Financial Accounting Standards Board (FASB) issued an accounting standard update to improve disclosures related to fair value measurements. This update requires new disclosures when significant transfers in and out of the various fair value levels occur. This update requires a reconciliation for fair value measurements using significant unobservable inputs (level 3) be prepared on a gross basis, separately presenting information about purchases, sales, issuance and settlements. In addition, this update amends current disclosure requirements for postretirement benefit plan assets. This update is effective for interim and annual periods beginning after December 15, 2009, except for disclosures regarding level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Adoption of this standard did not have a material impact on our consolidated financial statements.

Item 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.*

We use derivative financial instruments primarily to reduce exposure to adverse fluctuations in foreign exchange rates, interest rates and costs of certain raw materials used in the manufacturing process. We do not enter into derivative financial instruments for trading purposes. As a matter of policy, all derivative positions are used to reduce risk by hedging underlying economic exposure. The derivatives we use are instruments with liquid markets.

Our consolidated earnings, which are reported in United States dollars, are subject to translation risks due to changes in foreign currency exchange rates. This risk is concentrated in the exchange rate between the U.S. dollar and the euro; the U.S. dollar and the Canadian dollar; and the U.S. dollar and the Chinese yuan.

Our foreign subsidiaries transact most business, including certain intercompany transactions, in foreign currencies. Such transactions are principally purchases or sales of materials and are denominated in European currencies or the U.S. or Canadian dollar. We use foreign currency forward exchange contracts to manage the risk related to intercompany purchases that occur during the course of a year and certain open foreign currency denominated commitments to sell products to third parties. For 2010, we recorded a $0.5 million gain in other income associated with the change in the fair value of such contracts.

We have historically had a low exposure on the cost of our debt to changes in interest rates. Information about our long-term debt including principal amounts and related interest rates appears in Note 11 of Notes to the Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2010.

We purchase significant amounts of bronze ingot, brass rod, cast iron, steel and plastic, which are utilized in manufacturing our many product lines. Our operating results can be adversely affected by changes in commodity prices if we are unable to pass on related price increases to our customers. We manage this risk by monitoring related market prices, working with our suppliers to achieve the maximum level of stability in their costs and related pricing, seeking alternative supply sources when necessary and passing increases in commodity costs to our customers, to the maximum extent possible, when they occur.

During 2008, we entered into a series of copper swap contracts to fix the price per pound of copper for one customer which expired in 2009. These swaps are classified as economic hedges, as more fully explained in Note 16 of Notes to the Consolidated Financial Statements. For the year ended December 31, 2009 we recorded a $0.3 million gain associated with the copper swaps in other expense.

Item 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.*

The financial statements listed in section (a) (1) of "Part IV, Item 15. Exhibits and Financial Statement Schedules" of this annual report are incorporated herein by reference.

Item 9. ***CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.***

None.

Item 9A. ***CONTROLS AND PROCEDURES.***

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended, or Exchange Act, as of the end of the period covered by this report, we carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. In designing and evaluating our disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily applies its judgment in evaluating and implementing possible controls and procedures. The effectiveness of our disclosure controls and procedures is also necessarily limited by the staff and other resources available to us and the geographic diversity of our operations. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective, in that they provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There was no change in our internal control over financial reporting that occurred during the quarter ended December 31, 2010, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. In connection with these rules, we will continue to review and document our disclosure controls and procedures, including our internal control over financial reporting, and may from time to time make changes aimed at enhancing their effectiveness and to ensure that our systems evolve with our business.

Management's Annual Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2010. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control Integrated Framework.

Based on our assessment and those criteria, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2010.

The audited consolidated financial statements of the Company include the results of Austroflex Rohr-Isoliersysteme GmbH, including total assets of $41.7 million and total revenues of $10.6 million, which the Company acquired on June 28, 2010, but management's assessment does not include an assessment of the internal control over financial reporting of this entity.

The independent registered public accounting firm that audited the Company's consolidated financial statements included elsewhere in this Annual Report on Form 10-K has issued an audit report on the Company's internal control over financial reporting. That report appears immediately following this report.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Watts Water Technologies, Inc.:

We have audited Watts Water Technologies, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Watts Water Technologies, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Watts Water Technologies, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Watts Water Technologies, Inc. acquired Austroflex Rohr-Isoliersysteme GmbH during 2010, and management excluded from its assessment of the effectiveness of Watts Water Technologies, Inc.'s internal control over financial reporting as of December 31, 2010, Austroflex Rohr-Isoliersysteme GmbH's internal control over financial reporting associated with total assets of $41.7 million and total revenues of $10.6 million included in the consolidated financial statements of Watts Water Technologies, Inc. and subsidiaries as of and for the year ended December 31, 2010. Our audit of internal control over financial reporting of Watts Water Technologies, Inc. also excluded an evaluation of the internal control over financial reporting of Austroflex Rohr-Isoliersysteme GmbH.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Watts Water Technologies, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2010, and our report dated March 1, 2011 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Boston, Massachusetts
March 1, 2011

Item 9B. ***OTHER INFORMATION.***

None.

PART III

Item 10. ***DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.***

Information with respect to the executive officers of the Company is set forth in Part I, Item 1 of this Report under the caption "Executive Officers and Directors" and is incorporated herein by reference. The information provided under the captions "Information as to Nominees for Director," "Corporate Governance," and "Section 16(a) Beneficial Ownership Reporting Compliance" in our definitive Proxy Statement for our 2011 Annual Meeting of Stockholders to be held on May 11, 2011 is incorporated herein by reference.

We have adopted a Code of Business Conduct and Ethics applicable to all officers, employees and Board members. The Code of Business Conduct and Ethics is posted in the Investor Relations section of our website, *www.wattswater.com*. We will provide you with a print copy of our Code of Business Conduct and Ethics free of charge on written request to Kenneth R. Lepage, Secretary, Watts Water Technologies, Inc., 815 Chestnut Street, North Andover, MA 01845. Any amendments to, or waivers of, the Code of Business Conduct and Ethics which apply to our chief executive officer, chief financial officer, corporate controller or any person performing similar functions will be disclosed on our website promptly following the date of such amendment or waiver.

Item 11. ***EXECUTIVE COMPENSATION.***

The information provided under the captions "Director Compensation," "Corporate Governance," "Compensation Discussion and Analysis," "Executive Compensation," "Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report" in our definitive Proxy Statement for our 2011 Annual Meeting of Stockholders to be held on May 11, 2011 is incorporated herein by reference.

The "Compensation Committee Report" contained in our Proxy Statement shall not be deemed "soliciting material" or "filed" with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933 or the Exchange Act, except to the extent we specifically request that such information be treated as soliciting material or specifically incorporate such information by reference into a document filed under the Securities Act or Exchange Act.

Item 12. ***SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.***

The information appearing under the caption "Principal Stockholders" in our definitive Proxy Statement for our 2011 Annual Meeting of Stockholders to be held on May 11, 2011 is incorporated herein by reference.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2010, about the shares of Class A Common Stock that may be issued upon the exercise of stock options issued under the Company's 2004 Stock Incentive Plan, 1991 Directors' Non-Qualified Stock Option Plan, 1996 Stock Option Plan and 2003 Non-Employee Directors' Stock Option Plan and the settlement of restricted stock units granted under our Management Stock Purchase Plan as well as the number of shares remaining for future issuance under our 2004 Stock Incentive Plan and Management Stock Purchase Plan.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	1,664,585(1)	$ 26.38	2,003,598(2)
Equity compensation plans not approved by security holders	None	None	None
Total	1,664,585(1)	$ 26.38	2,003,598(2)

(1) Represents 1,303,262 outstanding options under the 1991 Directors' Non-Qualified Stock Option Plan, 1996 Incentive Stock Option Plan, 2003 Non-Employee Directors' Stock Option Plan and 2004 Stock Incentive Plan, and 361,323 outstanding restricted stock units under the Management Stock Purchase Plan.

(2) Includes 1,317,665 shares available for future issuance under the 2004 Stock Incentive Plan, and 685,933 shares available for future issuance under the Management Stock Purchase Plan.

Item 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.*

The information provided under the captions "Corporate Governance" and "Policies and Procedures for Related Person Transactions" in our definitive Proxy Statement for our 2011 Annual Meeting of Stockholders to be held on May 11, 2011 is incorporated herein by reference.

Item 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES.*

The information provided under the caption "Ratification of Independent Registered Public Accounting Firm" in our definitive Proxy Statement for our 2011 Annual Meeting of Stockholders to be held on May 11, 2011 is incorporated herein by reference.

PART IV

Item 15. ***EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.***

(a)(1) Financial Statements

The following financial statements are included in a separate section of this Report commencing on the page numbers specified below:

(a)(2) Schedules

All other required schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are included in the Notes to the Consolidated Financial Statements.

(a)(3) Exhibits

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Annual Report on Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WATTS WATER TECHNOLOGIES, INC.

By: **/S/ DAVID J. COGHLAN**

David J. Coghlan
Chief Executive Officer
President and Director

DATED: March 1, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/S/ DAVID J. COGHLAN David J. Coghlan	Chief Executive Officer, President and Director	March 1, 2011
/S/ WILLIAM C. MCCARTNEY William C. McCartney	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 1, 2011
/S/ ROBERT L. AYERS Robert L. Ayers	Director	March 1, 2011
/S/ KENNETT F. BURNES Kennett F. Burnes	Director	March 1, 2011
/S/ RICHARD J. CATHCART Richard J. Cathcart	Director	March 1, 2011
/S/ RALPH E. JACKSON, JR. Ralph E. Jackson, Jr.	Director	March 1, 2011
/S/ KENNETH J. MCAVOY Kenneth J. McAvoy	Director	March 1, 2011

Signature	Title	Date
/S/ JOHN K. MCGILLICUDDY John K. McGillicuddy	Chairman of the Board	March 1, 2011
/S/ GORDON W. MORAN Gordon W. Moran	Director	March 1, 2011
/S/ MERILEE RAINES Merilee Raines	Director	March 1, 2011

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Watts Water Technologies, Inc.:

We have audited the accompanying consolidated balance sheets of Watts Water Technologies, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2010. In connection with our audits of the consolidated financial statements, we also have audited the financial statement Schedule II Valuation and Qualifying Accounts. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Watts Water Technologies, Inc. and subsidiaries as of December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Watts Water Technologies, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 1, 2011 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Boston, Massachusetts
March 1, 2011

Watts Water Technologies, Inc. and Subsidiaries

Consolidated Statements of Operations

(Amounts in millions, except per share information)

	Years Ended December 31,		
	2010	**2009**	**2008**
Net sales	**$ 1,274.6**	$ 1,225.9	$ 1,431.4
Cost of goods sold	**809.7**	790.8	949.6
GROSS PROFIT	**464.9**	435.1	481.8
Selling, general and administrative expenses	**336.7**	323.5	355.6
Restructuring and other charges	**12.6**	16.1	5.6
Goodwill and other indefinite-lived intangible asset impairment charges	**1.4**	3.3	22.0
OPERATING INCOME	**114.2**	92.2	98.6
Other (income) expense:			
Interest income	**(1.0)**	(0.9)	(5.1)
Interest expense	**22.8**	22.0	26.2
Other	**(2.1)**	(1.2)	9.5
Total other expense	**19.7**	19.9	30.6
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND NONCONTROLLING INTEREST	**94.5**	72.3	68.0
Provision for income taxes	**31.4**	31.3	24.7
NET INCOME FROM CONTINUING OPERATIONS	**63.1**	41.0	43.3
Income (loss) from discontinued operations, net of taxes	**(4.3)**	(23.6)	1.4
NET INCOME BEFORE NONCONTROLLING INTEREST	**58.8**	17.4	44.7
Plus: Net loss attributable to the noncontrolling interest			1.9
NET INCOME ATTRIBUTABLE TO WATTS WATER TECHNOLOGIES, INC.	**$ 58.8**	$ 17.4	$ 46.6
Net income from continuing operations attributable to Watts Water Technologies, Inc.	**$ 63.1**	$ 41.0	$ 45.2
Basic EPS			
Income (loss) per share attributable to Watts Water Technologies, Inc.:			
Continuing operations	**$ 1.69**	$ 1.11	$ 1.23
Discontinued operations	**(0.12)**	(0.64)	0.04
NET INCOME	**$ 1.58**	$ 0.47	$ 1.27
Weighted average number of shares	**37.3**	37.0	36.6
Diluted EPS			
Income (loss) per share attributable to Watts Water Technologies, Inc.:			
Continuing operations	**$ 1.69**	$ 1.10	$ 1.23
Discontinued operations	**(0.12)**	(0.63)	0.04
NET INCOME	**$ 1.57**	$ 0.47	$ 1.26
Weighted average number of shares	**37.4**	37.1	36.8

Dividends per share	**$ 0.44**	$ 0.44	$ 0.44

The accompanying notes are an integral part of these consolidated financial statements.

Watts Water Technologies, Inc. and Subsidiaries

Consolidated Balance Sheets

(Amounts in millions, except share information)

	December 31,	
	2010	**2009**
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	**$ 329.2**	$ 258.2
Short-term investment securities	**4.0**	6.5
Trade accounts receivable, less allowance for doubtful accounts of $8.9 million in 2010 and $7.5 million in 2009	**186.9**	181.3
Inventories, net	**265.6**	266.7
Prepaid expenses and other assets	**18.4**	22.1
Deferred income taxes	**41.1**	35.4
Assets held for sale	**10.0**	11.3
Assets of discontinued operations	**1.8**	23.1
Total Current Assets	**857.0**	804.6
PROPERTY, PLANT AND EQUIPMENT, NET	**197.5**	206.5
OTHER ASSETS:		
Goodwill	**428.0**	425.1
Intangible assets, net	**152.6**	151.2
Deferred income taxes	**0.9**	3.0
Other, net	**10.1**	8.8
TOTAL ASSETS	**$ 1,646.1**	$ 1,599.2
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	**$ 113.9**	$ 102.3
Accrued expenses and other liabilities	**115.6**	105.9
Accrued compensation and benefits	**42.6**	45.9
Current portion of long-term debt	**0.7**	50.9
Liabilities of discontinued operations	**5.8**	9.8
Total Current Liabilities	**278.6**	314.8
LONG-TERM DEBT, NET OF CURRENT PORTION	**378.0**	304.0
DEFERRED INCOME TAXES	**40.1**	43.0
OTHER NONCURRENT LIABILITIES	**47.9**	57.8
STOCKHOLDERS' EQUITY:		
Preferred Stock, $0.10 par value; 5,000,000 shares authorized; no shares issued or outstanding		
Class A Common Stock, $0.10 par value; 80,000,000 shares authorized; 1 vote per share; issued and outstanding, 30,102,677 shares in 2010 and 29,506,523 shares in 2009	**3.0**	3.0
Class B Common Stock, $0.10 par value; 25,000,000 shares authorized;	**0.7**	0.7

10 votes per share; issued and outstanding, 6,953,680 shares in 2010 and 7,193,880 shares in 2009		
Additional paid-in capital	**405.2**	393.7
Retained earnings	**492.9**	452.1
Accumulated other comprehensive income (loss)	**(0.3)**	30.1
Total Stockholders' Equity	**901.5**	879.6
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 1,646.1**	$ 1,599.2

The accompanying notes are an integral part of these consolidated financial statements.

Watts Water Technologies, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity and Comprehensive Income (Loss)

(Amounts in millions, except share information)

	Class A Common Stock Shares	Class A Common Stock Amount	Class B Common Stock Shares	Class B Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2007	30,600,056	$ 3.1	7,293,880	$ 0.7	$ 377.6	$ 465.4	$ 68.7	$ 915.5
Comprehensive income:								
Net income						46.6		46.6
Cumulative translation adjustment							(51.8)	(51.8)
Pension plan loss arising during the year, net of tax of $9.7 million							(16.7)	(16.7)
Comprehensive loss								(21.9)
Shares of Class A Common Stock issued upon the exercise of stock options	85,512				1.6			1.6
Stock-based compensation					5.3			5.3
Issuance of shares of restricted Class A Common Stock	73,542							
Net change in restricted stock units	109,689				2.4			2.4
Repurchase and retirement of Class A Common Stock	(1,618,624)	(0.2)				(44.1)		(44.3)
Common Stock dividends						(16.2)		(16.2)
Balance at December 31, 2008	29,250,175	$ 2.9	7,293,880	$ 0.7	$ 386.9	$ 451.7	$ 0.2	$ 842.4
Comprehensive income:								
Net income						17.4		17.4
Cumulative translation adjustment							26.2	26.2
Pension plan gain arising during the year, net of tax of $1.4 million							3.7	3.7
Comprehensive income								47.3
Shares of Class B Common Stock converted to Class A Common Stock	100,000		(100,000)					
Shares of Class A Common Stock issued upon the exercise of stock options	30,194	0.1			0.4			0.5
Stock-based compensation					4.9			4.9
Issuance of net shares of restricted Class A Common Stock	58,454					(0.4)		(0.4)
Net change in restricted stock units	67,700				1.5	(0.4)		1.1
Common Stock dividends						(16.2)		(16.2)
Balance at December 31, 2009	**29,506,523**	**$ 3.0**	**7,193,880**	**$ 0.7**	**$ 393.7**	**$ 452.1**	**$ 30.1**	**$ 879.6**
Comprehensive income:								
Net income						**58.8**		**58.8**
Cumulative translation adjustment							**(26.7)**	**(26.7)**
Pension plan loss arising during the year, net of tax of $2.5 million							**(3.7)**	**(3.7)**
Comprehensive income								**28.4**
Shares of Class B Common Stock converted to Class A Common Stock	**240,200**		**(240,200)**					
Shares of Class A Common Stock issued upon the exercise of stock options	**185,470**				**3.4**			**3.4**
Stock-based compensation					**4.7**			**4.7**

Issuance of net shares of restricted Class A Common Stock	**93,601**					**(0.5)**		**(0.5)**
Net change in restricted stock units	**76,883**				**3.4**	**(1.1)**		**2.3**
Common Stock dividends						**(16.4)**		**(16.4)**
Balance at December 31, 2010	**30,102,677**	**$ 3.0**	**6,953,680**	**$ 0.7**	**$ 405.2**	**$ 492.9**	**$ (0.3)**	**$ 901.5**

The accompanying notes are an integral part of these consolidated financial statements.

Watts Water Technologies, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(Amounts in millions)

	Years Ended December 31,		
	2010	**2009**	**2008**
OPERATING ACTIVITIES			
Net income attributable to Watts Water Technologies, Inc.	**$ 58.8**	$ 17.4	$ 46.6
Less: Income (loss) from discontinued operations, net of taxes	**(4.3)**	(23.6)	1.4
Net income from continuing operations attributable to Watts Water Technologies, Inc.	**63.1**	41.0	45.2
Adjustments to reconcile income from continuing operations to net cash provided by continuing operating activities:			
Depreciation	**30.5**	33.7	31.5
Amortization	**14.3**	13.1	12.2
Loss on disposal and impairment of goodwill, property, plant and equipment and other	**2.6**	12.1	24.0
Stock-based compensation	**4.7**	4.9	5.3
Deferred income tax (benefit)	**(6.9)**	9.4	(18.7)
Changes in operating assets and liabilities, net of effects from business acquisitions and divestures:			
Accounts receivable	**(8.2)**	38.3	20.9
Inventories	**0.8**	71.5	15.1
Prepaid expenses and other assets	**9.0**	(7.6)	8.3
Accounts payable, accrued expenses and other liabilities	**3.5**	(11.8)	1.2
Net cash provided by continuing operations	**113.4**	204.6	145.0
INVESTING ACTIVITIES			
Additions to property, plant and equipment	**(24.6)**	(24.2)	(26.2)
Proceeds from the sale of property, plant and equipment	**2.2**	0.8	1.1
Investments in securities	**(4.0)**		(2.7)
Proceeds from sale of securities	**6.5**	1.7	33.3
Other, net	**(1.0)**	0.7	
Business acquisitions, net of cash acquired	**(36.3)**	(0.3)	(175.5)
Net cash used in investing activities	**(57.2)**	(21.3)	(170.0)
FINANCING ACTIVITIES			
Proceeds from long-term debt	**75.0**	1.7	22.9
Payments of long-term debt	**(50.9)**	(61.5)	(54.9)
Payment of capital leases	**(1.2)**	(1.3)	(1.3)
Proceeds from share transactions under employee stock plans	**3.4**	0.4	1.6
Tax expense (benefit) of stock awards exercised	**0.2**	(0.3)	
Debt issuance cost	**(3.2)**		
Payments to repurchase common stock			(44.5)
Dividends	**(16.4)**	(16.2)	(16.2)
Net cash provided by (used in) financing activities	**6.9**	(77.2)	(92.4)
Effect of exchange rate changes on cash and cash equivalents	**(2.7)**	8.0	(5.9)
Net cash provided by (used in) operating activities of discontinued operations	**5.5**	(21.2)	0.8
Net cash provided by (used in) investing activities of discontinued operations	**5.1**	(0.3)	(2.2)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**71.0**	92.6	(124.7)
Cash and cash equivalents at beginning of year	**258.2**	165.6	290.3

CASH AND CASH EQUIVALENTS AT END OF YEAR	**$**	**329.2**	$	258.2	$	165.6
NON CASH INVESTING AND FINANCING ACTIVITIES						
Acquisition of businesses:						
Fair value of assets acquired	**$**	**47.6**	$		$	231.5
Cash paid, net of cash acquired		**36.3**				175.5
Liabilities assumed	**$**	**11.3**	$		$	56.0
Issuance of stock under management stock purchase plan	**$**	**2.1**	$	1.5	$	1.6
CASH PAID FOR:						
Interest	**$**	**21.4**	$	22.0	$	26.9
Taxes	**$**	**20.3**	$	36.6	$	45.1

The accompanying notes are an integral part of these consolidated financial statements.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(1) Description of Business

Watts Water Technologies, Inc. (the Company) designs, manufactures and sells an extensive line of water safety and flow control products primarily for the water quality, water conservation, water safety and water flow control markets located predominantly in North America and Europe with a presence in China.

(2) Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its majority and wholly owned subsidiaries. Upon consolidation, all significant intercompany accounts and transactions are eliminated.

Cash Equivalents

Cash equivalents consist of instruments with remaining maturities of three months or less at the date of purchase and consist primarily of U.S treasury bills and money market funds, for which the carrying amount is a reasonable estimate of fair value.

Investment Securities

Investment securities at December 31, 2010 consisted primarily of certificates of deposit with original maturities of greater than three months and at December 31, 2009 consisted of auction rate securities (ARS) whose underlying investments were in municipal bonds and student loans and investments in rights issued by UBS, AG (UBS). The securities were purchased at par value. The rights issued by UBS were received in connection with a settlement agreement. See Note 16 for additional information regarding the rights issued by UBS. The Company classified its debt securities and investment in rights from UBS as trading securities.

Trading securities are recorded at fair value. The Company determines the fair value by obtaining market value when available from quoted prices in active markets. In the absence of quoted prices, the Company uses other inputs to determine the fair value of the investments. All changes in the fair value as well as any realized gains and losses from the sale of the securities are recorded when incurred to the consolidated statements of operations as other income or expense.

Allowance for Doubtful Accounts

Allowance for doubtful accounts includes reserves for bad debts, sales returns and allowances and cash discounts. The Company analyzes the aging of accounts receivable, individual accounts receivable, historical bad debts, concentration of receivables by customer, customer credit worthiness, current economic trends, and changes in customer payment terms. The Company specifically analyzes individual accounts receivable and establishes specific reserves against financially troubled customers. In addition, factors are developed in certain regions utilizing historical trends of sales and returns and allowances and cash discount activities to derive a reserve for returns and allowances and cash discounts.

Concentration of Credit

The Company sells products to a diversified customer base and, therefore, has no significant concentrations of credit risk. In 2010 and 2009, no customer accounted for 10% or more of the Company's total sales.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(2) Accounting Policies (Continued)

Inventories

Inventories are stated at the lower of cost (using primarily the first-in, first-out method) or market. Market value is determined by replacement cost or net realizable value. Historical usage is used as the basis for determining the reserve for excess or obsolete inventories.

Goodwill and Other Intangible Assets

Goodwill is recorded when the consideration paid for acquisitions exceeds the fair value of net tangible and intangible assets acquired. Goodwill and other intangible assets with indefinite useful lives are not amortized, but rather are tested annually for impairment. The test was performed as of October 31, 2010.

Assets held for sale

The Company accounts for assets held for sale when management has committed to a plan to sell the asset or group of assets, is actively marketing the asset or group of assets, the asset or group of assets can be sold in its current condition in a reasonable period of time and the plan is not expected to change. As of December 31, 2010, the Company is actively marketing one property and one group of assets and expects to complete the sale of these assets or group of assets in the next twelve months. In 2010 and 2009, the Company recorded estimated losses of $1.0 million and $7.8 million, respectively, to reduce these assets or group of assets down to their estimated fair value, less any costs to sell. These amounts are recorded as a component of restructuring and other costs in the consolidated statements of operations. See Note 4 for additional information associated with the Company's restructuring charges.

Impairment of Goodwill and Long-Lived Assets

The changes in the carrying amount of goodwill by geographic segment are as follows:

	North America	Europe	China	Discontinued Operations	Total
			(in millions)		
Gross balance at January 1, 2009	$ 210.3	$ 221.3	$ 7.9	$ 13.8	$ 453.3
Accumulated impairment losses	(22.0)				(22.0)
Net goodwill at January 1, 2009	$ 188.3	$ 221.3	$ 7.9	$ 13.8	$ 431.3
Adjustments to goodwill during the period	(0.6)				(0.6)
Goodwill related to discontinued operations				(14.5)	(14.5)
Effect of change in exchange rates used for translation	0.7	7.5		0.7	8.9
Net change in goodwill	0.1	7.5		(13.8)	(6.2)
Gross balance at December 31, 2009	$ 210.4	$ 228.8	$ 7.9	$	$ 447.1
Accumulated impairment losses	(22.0)				(22.0)
Net goodwill at December 31, 2009	$ 188.4	$ 228.8	$ 7.9	$	$ 425.1
Goodwill acquired during the period	**2.7**	**12.3**			**15.0**
Adjustments to goodwill during the period, net	**0.5**				**0.5**
Effect of change in exchange rates used for translation	**0.2**	**(13.0)**	**0.2**		**(12.6)**
Net change in goodwill	**3.4**	**(0.7)**	**0.2**		**2.9**
Gross balance at December 31, 2010	**$ 213.8**	**$ 228.1**	**$ 8.1**	**$**	**$ 450.0**
Accumulated impairment losses	**(22.0)**				**(22.0)**

Net goodwill at December 31, 2010	**$**	**191.8**	**$**	**228.1**	**$**	**8.1**	**$**	**$**	**428.0**

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(2) Accounting Policies (Continued)

In 2008, the Company completed an assessment of the fair value of the net assets of its water quality business unit, which includes a number of businesses that were purchased over time, and recorded a pre-tax goodwill impairment charge of $22.0 million due to sales declining from prior year levels and from the Company's expectations of lower commercial and residential project activity. The Company estimated the fair value of the reporting unit using the expected present value of future cash flows.

In February 2009, the Company reached a settlement with the seller regarding a purchase price adjustment to the Core Industries, Inc. acquisition that resulted in the Company receiving $1.1 million. In May 2009, the Company deconsolidated TEAM Precision Pipework, Ltd. (TEAM). As a result of the deconsolidation, the Company reduced goodwill by $8.4 million associated with TEAM. See Note 3 for additional information relating to the deconsolidation of TEAM. In September 2009, the Company's Board of Directors approved a plan to dispose of its investment in Watts Valve (Changsha) Co., Ltd. (CWV), a former subsidiary of the Company located in China. The Company classified the net assets of CWV as a discontinued operation and recorded a decrease in the net assets to their estimated fair value less costs to sell. As a result, the Company reduced goodwill by $6.1 million associated with CWV. See Note 3 and Note 5 for additional information relating to CWV.

Goodwill is tested for impairment at least annually or more frequently if events or circumstances indicate that it is "more likely than not" that goodwill might be impaired, such as a change in business conditions. The Company performs its annual goodwill impairment assessment in the fourth quarter of each year.

Intangible assets with estimable lives and other long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability of intangible assets with estimable lives and other long-lived assets is measured by a comparison of the carrying amount of an asset or asset group to future net undiscounted pretax cash flows expected to be generated by the asset or asset group. If these comparisons indicate that an asset is not recoverable, the impairment loss recognized is the amount by which the carrying amount of the asset or asset group exceeds the related estimated fair value. Estimated fair value is based on either discounted future pretax operating cash flows or appraised values, depending on the nature of the asset. The Company determines the discount rate for this analysis based on the weighted average cost of capital based on the market and guideline public companies for the related businesses and does not allocate interest charges to the asset or asset group being measured. Judgment is required to estimate future operating cash flows.

In connection with the restructuring plan announced in February 2009, the Company concluded that it is more likely than not that the carrying amount of certain assets held and used may not be recoverable. Specifically, the Company identified a long-lived asset group primarily consisting of buildings and land use rights in China. The Company used an undiscounted future cash flow model to test the long-lived asset group based on the primary asset identified, the current economic outlook and the estimated fair value from the ultimate disposition of the asset group. The inputs used in this analysis are unobservable inputs (level 3). Based on the analysis performed, the Company recorded a $5.5 million impairment charge for one asset group in China during the quarter ended September 27, 2009. This charge is reported in restructuring and other charges in the consolidated statements of operations.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(2) Accounting Policies (Continued)

In connection with the plan to dispose of CWV, certain long-lived assets were reduced by $3.9 million to reflect their estimated fair value less cost to sell. This charge was recorded in discontinued operations as part of the $8.5 million loss on disposal.

Intangible assets include the following:

	December 31,					
	2010			2009		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(in millions)					
Patents	**$ 16.6**	**$ (9.6)**	**$ 7.0**	$ 17.3	$ (8.5)	$ 8.8
Customer relationships	**120.5**	**(43.1)**	**77.4**	103.6	(31.5)	72.1
Technology	**19.8**	**(5.6)**	**14.2**	15.0	(4.2)	10.8
Other	**13.1**	**(5.7)**	**7.4**	13.9	(5.6)	8.3
Total amortizable intangibles	**170.0**	**(64.0)**	**106.0**	149.8	(49.8)	100.0
Indefinite-lived intangible assets	**46.6**		**46.6**	51.2		51.2
Total	**$ 216.6**	**$ (64.0)**	**$ 152.6**	$ 201.0	$ (49.8)	$ 151.2

Aggregate amortization expense for amortized intangible assets for 2010, 2009 and 2008 was $14.3 million, $13.1 million and $12.2 million, respectively. Additionally, future amortization expense on amortizable intangible assets is expected to be $15.4 million for 2011, $13.5 million for 2012, $12.4 million for 2013, $12.4 million for 2014, and $12.1 million for 2015. Amortization expense is provided on a straight-line basis over the estimated useful lives of the intangible assets. The weighted-average remaining life of total amortizable intangible assets is 9.6 years. Patents, customer relationships, technology and other amortizable intangibles have weighted-average remaining lives of 7.9 years, 7.5 years, 14.5 years and 24.5 years, respectively. Indefinite-lived intangible assets primarily include trade names and trademarks.

Adjustments to indefinite-lived intangible assets during the year ended December 31, 2010 relate primarily to an additional trade name related to the Austroflex Rohr-Isoliersysteme GmbH acquisition offset by an impairment of a trade name in our European segment and a reclassification of $4.4 million of trade names in our North American segment to amortizable intangibles.

Adjustments to indefinite-lived intangible assets during the year ended December 31, 2009 relate primarily to a reclassification of one technology related intangible asset and the results from the annual impairment analysis evaluation performed as of October 25, 2009. The Company had previously classified a technology intangible asset as an indefinite-lived intangible asset as it could not determine the time horizon over which that asset was expected to be used. During 2009, the Company concluded that this technology asset no longer had an indefinite life due in part to recent competition and changes in regulations. As a result, the Company increased technology amortizable intangible assets and reduced indefinite-lived intangible assets by approximately $7.5 million. The Company uses a royalty relief method to evaluate the current fair value of its trademarks and technology. Due to the decreases in sales experienced in several of its brands and technology in 2009 as well as the estimated outlook for future sales of these brands and technology, the Company recorded a pre-tax charge of $3.3 million to decrease these assets to their estimated fair value.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(2) Accounting Policies (Continued)

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets, which range from 10 to 40 years for buildings and improvements and 3 to 15 years for machinery and equipment.

Taxes, Other than Income Taxes

Taxes assessed by governmental authorities on sale transactions are recorded on a net basis and excluded from sales, in the Company's consolidated statements of operations.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company accounts for tax benefits when the item in question meets the more-likely-than-not (greater than 50% likelihood of being sustained upon examination by the taxing authorities) threshold. During 2010, the Company reduced its unrecognized tax benefits by approximately $0.3 million resulting from voluntary disclosure agreements. The Company estimates that it is reasonably possible that a portion of the currently remaining unrecognized tax benefit may be recognized by the end of 2011 as a result of the conclusion of federal and foreign income tax audits. The amount of expense accrued for penalties and interest is $0.8 million worldwide.

As of December 31, 2010, the Company had gross unrecognized tax benefits of approximately $3.8 million approximately $3.5 million of which, if recognized, would affect the effective tax rate. The difference between the amount of unrecognized tax benefits and the amount that would affect the effective tax rate consists of the federal tax benefit of state income tax items.

A reconciliation of the beginning and ending amount of unrecognized tax benefits and a separate analysis of accrued interest related to the unrecognized tax benefits is as follows:

	(in millions)	
Balance at January 1, 2010	$	2.8
Increases related to prior year tax positions		1.4
Decreases related to prior year tax positions		(0.3)
Settlements		(0.1)
Balance at December 31, 2010	$	3.8

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(2) Accounting Policies (Continued)

In February 2011, the Company completed its audit by the Internal Revenue Service for the 2007 and 2008 tax years and no material adjustments were made. The Company conducts business in a variety of locations throughout the world resulting in tax filings in numerous domestic and foreign jurisdictions. The Company is subject to tax examinations regularly as part of the normal course of business. The Company's major jurisdictions are the U.S., Canada, China, Netherlands, U.K., Germany, Italy and France. With few exceptions the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations for years before 2004.

The Company accounts for interest and penalties related to uncertain tax positions as a component of income tax expense.

The statute of limitations in our major jurisdictions is open in the U.S. for the year 2007 and later; in Canada for 2006 and later; and in the Netherlands for 2006 and later.

Foreign Currency Translation

The financial statements of subsidiaries located outside the United States generally are measured using the local currency as the functional currency. Balance sheet accounts, including goodwill, of foreign subsidiaries are translated into United States dollars at year-end exchange rates. Income and expense items are translated at weighted average exchange rates for each period. Net translation gains or losses are included in other comprehensive income, a separate component of stockholders' equity. The Company does not provide for U.S. income taxes on foreign currency translation adjustments since it does not provide for such taxes on undistributed earnings of foreign subsidiaries. Gains and losses from foreign currency transactions of these subsidiaries are included in net earnings.

Stock-Based Compensation

The Company records compensation expense in the financial statements for share-based awards based on the grant date fair value of those awards. Stock-based compensation expense includes an estimate for pre-vesting forfeitures and is recognized over the requisite service periods of the awards on a straight-line basis, which is generally commensurate with the vesting term. The benefits associated with tax deductions in excess of recognized compensation cost are reported as a financing cash flow.

At December 31, 2010, the Company had three stock-based compensation plans with total unrecognized compensation costs related to unvested stock-based compensation arrangements of approximately $11.1 million and a total weighted average remaining term of 2.5 years. For 2010, 2009 and 2008, the Company recognized compensation costs related to stock-based programs of approximately $4.7 million, $4.9 million and $5.3 million, respectively, in selling, general and administrative expenses. The Company recorded approximately $0.6 million, $0.6 million and $0.7 million of tax benefits during 2010, 2009 and 2008, respectively, for the compensation expense relating to its stock options. For 2010, 2009 and 2008, the Company recorded approximately $1.2 million, $1.2 million and $1.1 million, respectively, of tax benefit for its other stock-based plans. For 2010, 2009 and 2008, the recognition of total stock-based compensation expense impacted both basic and diluted net income per common share by $0.08, $0.08 and $0.10, respectively.

Net Income Per Common Share

Basic net income per common share is calculated by dividing net income by the weighted average number of common shares outstanding. The calculation of diluted income per share assumes the conversion of all dilutive securities (see Note 13).

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(2) Accounting Policies (Continued)

Net income attributable to Watts Water Technologies, Inc. and number of shares used to compute net income per share, basic and assuming full dilution, are reconciled below:

	Years Ended December 31,								
	2010			2009			2008		
	Net Income	Shares	Per Share Amount	Net Income	Shares	Per Share Amount	Net Income	Shares	Per Share Amount
	(Amounts in millions, except per share information)								
Basic EPS	**$ 58.8**	**37.3**	**$ 1.58**	$ 17.4	37.0	$ 0.47	$ 46.6	36.6	$ 1.27
Dilutive securities, principally common stock options		**0.1**	**(0.1)**		0.1			0.2	(0.01)
Diluted EPS	**$ 58.8**	**37.4**	**$ 1.57**	$ 17.4	37.1	$ 0.47	$ 46.6	36.8	$ 1.26

The computation of diluted net income per share for the years ended December 31, 2010, 2009 and 2008 excludes the effect of the potential exercise of options to purchase approximately 0.5 million, 0.9 million and 1.0 shares, respectively, because the exercise price of the option was greater than the average market price of the Class A Common Stock, as the effect would have been anti-dilutive.

During the year ended December 31, 2008, the Company repurchased approximately 1.6 million shares of its Class A Common Stock.

Derivative Financial Instruments

In the normal course of business, the Company manages risks associated with commodity prices, foreign exchange rates and interest rates through a variety of strategies, including the use of hedging transactions, executed in accordance with the Company's policies. The Company's hedging transactions include, but are not limited to, the use of various derivative financial and commodity instruments. As a matter of policy, the Company does not use derivative instruments unless there is an underlying exposure. Any change in value of the derivative instruments would be substantially offset by an opposite change in the value of the underlying hedged items. The Company does not use derivative instruments for trading or speculative purposes.

Derivative instruments may be designated and accounted for as either a hedge of a recognized asset or liability (fair value hedge) or a hedge of a forecasted transaction (cash flow hedge). For a fair value hedge, both the effective and ineffective portions of the change in fair value of the derivative instrument, along with an adjustment to the carrying amount of the hedged item for fair value changes attributable to the hedged risk, are recognized in earnings. For a cash flow hedge, changes in the fair value of the derivative instrument that are highly effective are deferred in accumulated other comprehensive income or loss until the underlying hedged item is recognized in earnings.

If a fair value or cash flow hedge were to cease to qualify for hedge accounting or be terminated, it would continue to be carried on the balance sheet at fair value until settled, but hedge accounting would be discontinued prospectively. If a forecasted transaction were no longer probable of occurring, amounts previously deferred in accumulated other comprehensive income would be recognized immediately in earnings. On occasion, the Company may enter into a derivative instrument that does not qualify for hedge accounting because it is entered into to offset changes in the fair value of an underlying transaction which is required to be recognized in earnings (natural hedge). These instruments are reflected in the Consolidated Balance Sheets at fair value with changes in fair value recognized in earnings.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(2) Accounting Policies (Continued)

Foreign currency derivatives include forward foreign exchange contracts primarily for Canadian dollars. Metal derivatives included commodity swaps for copper. During 2009 and 2008, the Company used a copper swap as a means of hedging exposure to metal prices (see Note 16).

Portions of the Company's outstanding debt are exposed to interest rate risks. The Company monitors its interest rate exposures on an ongoing basis to maximize the overall effectiveness of its interest rates.

Shipping and Handling

Shipping and handling costs included in selling, general and administrative expense amounted to $33.5 million, $31.4 million and $39.4 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Research and Development

Research and development costs included in selling, general, and administrative expense amounted to $18.6 million, $17.8 million and $17.5 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Revenue Recognition

The Company recognizes revenue when all of the following criteria have been met: the Company has entered into a binding agreement, the product has been shipped and title passes, the sales price to the customer is fixed or is determinable, and collectability is reasonably assured. Provisions for estimated returns and allowances are made at the time of sale, and are recorded as a reduction of sales and included in the allowance for doubtful accounts in the Consolidated Balance Sheets. The Company records provisions for sales incentives (primarily volume rebates), as an adjustment to net sales, at the time of sale based on estimated purchase targets.

Basis of Presentation

Certain amounts in the 2009 consolidated financial statements have been reclassified to permit comparison with the 2010 presentation. These reclassifications had no effect on reported results of operations or stockholders' equity.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

New Accounting Standards

In October 2009, the Financial Accounting Standards Board (FASB) issued an accounting standard update to improve disclosures related to fair value measurements. This update requires new disclosures when significant transfers in and out of the various fair value levels occur. This update requires a reconciliation for fair value measurements using significant unobservable inputs (level 3) be prepared

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(2) Accounting Policies (Continued)

on a gross basis, separately presenting information about purchases, sales, issuance and settlements. In addition, this update amends current disclosure requirements for postretirement benefit plan assets. This update is effective for interim and annual periods beginning after December 15, 2009, except for disclosures regarding level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Adoption of this standard did not have a material impact on the Company's consolidated financial statements.

(3) Discontinued Operations

In September 2009, the Company's Board of Directors approved the sale of its investment in CWV. CWV manufactured large diameter hydraulic-actuated butterfly valves for thermo-power and hydro-power plants, water distribution projects and water works projects in China. Management determined that CWV's business no longer fit strategically with the Company. The Company completed the sale of CWV in January 2010. During 2009, the Company evaluated the classification of the assets and liabilities of CWV and concluded that the net assets qualified as discontinued operations. The Company evaluated the fair value (less cost to sell) of the net assets of CWV and recorded a pre-tax loss of approximately $8.5 million in 2009, based on the final agreement with the buyer. The Company concluded that the future cash flows associated with CWV would be completely eliminated from the continuing operations of the Company. As such, the Company classified CWV's results of operations and the loss from the disposition as discontinued operations for all periods presented.

In May 2009, the Company liquidated its TEAM business, located in Ammanford, U.K. TEAM custom designed and manufactured manipulated pipe and hose tubing assemblies and served the heating, ventilation and air conditioning and automotive markets in Western Europe. Management determined the business no longer fit strategically with the Company and that a sale of TEAM was not feasible. On May 22, 2009, the Company appointed an administrator for TEAM under the United Kingdom Insolvency Act of 1986. During the administration process, the administrator had sole control over, and responsibility for, TEAM's operations, assets and liabilities. The Company deconsolidated TEAM when the administrator obtained control of TEAM. The deconsolidation resulted in the recognition of a $18.1 million pre-tax non-cash loss. The Company evaluated the operations of TEAM and determined that it would not have a continuing involvement in TEAM's operations and cash flows. As a result of the loss of control, TEAM's cash flows and operations were eliminated from the continuing operations of the Company. As such, the Company classified TEAM's results of operations and the loss from deconsolidation as discontinued operations for all periods presented.

Discontinued operating losses for 2010 primarily includes an estimated reserve in connection with the Foreign Corrupt Practices Act (FCPA) investigation at CWV (see Note 15) and legal costs associated with the FCPA investigation. The discontinued operating expense for 2009 and 2008 are related to the operations and write-off of TEAM, operations and estimated loss on the net assets of CWV and legal costs, net of reserve adjustments, associated with the now concluded James Jones Litigation (see Note 15).

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(3) Discontinued Operations (Continued)

Condensed operating statements for discontinued operations are summarized below:

	Years Ended December 31,		
	2010	**2009**	**2008**
		(in millions)	
Operating income (loss) TEAM	**$**	$ (0.3)	$ 0.4
Operating income (loss) CWV	**(5.7)**	(5.3)	2.0
Costs and expenses Municipal Water Group		(0.3)	(1.1)
Write down of net assets CWV	**(0.1)**	(8.5)	
Adjustments to reserves for litigation Municipal Water Group	**(0.1)**	9.5	
Loss on disposal TEAM	**(0.1)**	(18.0)	
Income (loss) before income taxes	**(6.0)**	(22.9)	1.3
Income tax benefit (expense)	**1.7**	(0.7)	0.1
Income (loss) from discontinued operations, net of taxes	**$ (4.3)**	$ (23.6)	$ 1.4

The Company did not recognize any tax benefits on the write down of net assets of CWV as the Company does not believe that it is more likely than not that the tax benefits would be realized.

Revenues reported in discontinued operations are as follows:

	Years Ended December 31,		
	2010	**2009**	**2008**
		(in millions)	
Revenues CWV	**$**	$ 11.5	$ 14.0
Revenues TEAM		2.6	13.9
Total revenues discontinued operations	**$**	$ 14.1	$ 27.9

The carrying amounts of major classes of assets and liabilities at December 31, 2010 and December 31, 2009 associated with discontinued operations are as follows:

	December 31, 2010	December 31, 2009
	(in millions)	
Accounts receivable	**$**	$ 4.2
Inventories		4.2
Prepaid expenses and other assets	**0.4**	2.3
Property, plant & equipment, net		1.3
Deferred income taxes	**1.4**	9.6
Intangible assets		1.5
Assets of discontinued operations	**$ 1.8**	$ 23.1
Accounts payable	**$**	$ 2.1
Accrued expenses and other liabilities	**5.8**	7.2
Deferred taxes payable		0.5
Liabilities of discontinued operations	**$ 5.8**	$ 9.8

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(4) Restructuring and Other (Income) Charges

The Company's Board of Directors (Board) approves all major restructuring programs that involve the discontinuance of significant product lines or the shutdown of facilities and related capital expenditures. From time to time, the Company takes additional restructuring actions, including involuntary terminations that are not part of a major program. The Company accounts for these costs in the period that the individual employees are notified or the liability is incurred. These costs are included in restructuring and other charges in the Company's consolidated statements of operations. A summary of the pre-tax cost by restructuring program is as follows:

	Years Ended December 31, 2010	2009	2008
	(in millions)		
Restructuring costs:			
2007 Actions	**$ 1.0**	$ 3.2	$ 3.8
2009 Actions	**1.8**	9.3	
2010 Actions	**11.1**	4.6	
Other Actions	**0.2**	1.8	2.1
Total restructuring costs incurred	**14.1**	18.9	5.9
Gain on sale of TWT		(1.1)	
Non-controlling interest			(0.2)
Net restructuring costs and other charges	**$ 14.1**	$ 17.8	$ 5.7

The Company recorded net pre-tax restructuring and other charges in its business segments as follows:

	Years Ended December 31, 2010	2009	2008
	(in millions)		
North America	**$ 4.1**	$ 4.3	$ 4.5
Europe	**9.2**	5.9	0.2
China (net of non-controlling interest)	**0.8**	7.6	1.0
Total	**$ 14.1**	$ 17.8	$ 5.7

In 2010, pre-tax costs of $1.5 million were recorded in cost of goods sold primarily for accelerated depreciation associated with the 2010 actions described below. Additionally, net pre-tax costs of $12.6 million were recorded in restructuring and other charges and are detailed below:

	2010 Actions	2009 Actions	2007 Actions	Other	Total
			(in millions)		
Involuntary termination benefits	$ 4.9	$ 0.7	$	$ 0.1	$ 5.7
Asset write-downs	0.3	0.1	1.0		1.4
Facility exit and other costs	4.4	1.0		0.1	5.5
Restructuring and other charges	$ 9.6	$ 1.8	$ 1.0	$ 0.2	$ 12.6

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(4) Restructuring and Other (Income) Charges (Continued)

In 2009, pre-tax costs of $1.7 million were recorded in costs of goods sold primarily for accelerated depreciation. Additionally, net pre-tax costs of $16.1 million were recorded in restructuring and other charges and are detailed below:

	2010 Actions	2009 Actions	2007 Actions	Other	Total
			(in millions)		
Involuntary termination benefits	$ 4.2	$ 1.7	$ 0.5	$ 1.6	$ 8.0
Asset write-downs		5.8	2.6		8.4
Facility exit and other costs	0.4	0.1	0.1	(0.9)*	(0.3)
Restructuring and other charges	$ 4.6	$ 7.6	$ 3.2	$ 0.7	$ 16.1

* Includes a $1.1 million gain from the disposition of Tianjin Tanggu Watts Valve Co. Ltd. (TWT). The TWT gain was deferred from the year ended December 31, 2008 until local government approvals were finalized.

Also, during 2009, the Company recorded a tax charge of $3.9 million related to previously realized tax benefits in China, which are expected to be recaptured as a result of the Company's decision to restructure its operations in 2009. This tax charge is part of the 2009 actions.

In 2008, pre-tax costs of $0.3 million were recorded in costs of goods sold primarily for accelerated depreciation. Additionally, net pre-tax costs of $5.6 million were recorded in restructuring and other charges and are detailed below:

	2007 Actions	Other	Total
		(in millions)	
Involuntary termination benefits	$ 1.4	$ 2.1	$ 3.5
Asset write-downs	0.4		0.4
Facility exit and other costs	1.7		1.7
Restructuring and other charges	$ 3.5	$ 2.1	$ 5.6

The Company also recognized income of $0.2 million in non-controlling interest representing the 40% liability of its then Chinese joint venture partner in the restructuring plan.

Other in 2008 includes severance charges from a reduction-in-force in the U.S. that occurred and was completed in 2008.

The following information outlines the Company's current restructuring plans.

2007 Actions

During 2007, the Company undertook a review of certain product lines and its overall manufacturing capacity and initiated a Board approved global restructuring program. The Company also discontinued certain product lines. This program included the shutdown of several manufacturing facilities and the right-sizing of another facility. The restructuring program and charges for certain product line discontinuances was expected to include pre-tax charges totaling approximately $12.9 million. Charges were primarily for asset write-downs and expected net losses on asset disposals, severance costs and facility exit and other costs.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(4) Restructuring and Other (Income) Charges (Continued)

In 2009, the Company reviewed the remaining activities associated with the 2007 actions related to Europe. Due in large part to this review, the Company concluded that no further charges for Europe would be incurred under this program. In February 2010, the Board approved a new program for Europe that was launched in 2010, and included some of the components identified in the 2007 actions. The following table presents the total pre-tax charges incurred for the global restructuring program and product line discontinuances initiated in 2007 by the Company's reportable segments:

	Total Expected Costs	Incurred through December 31, 2010
	(in millions)	
North America	$ 5.7	$ 9.6
Europe	3.9	0.6
China (exclusive of non-controlling interest)	3.3	2.9
Total	$ 12.9	$ 13.1

North America incurred restructuring costs in excess of the planned amount primarily due to the write-down of a vacated facility to its estimated fair value. As part of the 2007 plan, the Company closed one facility and consolidated the operations into an existing facility. The plan, when created, called for the sale of the building once vacated. The plan did not anticipate the significant downturn in the commercial real estate market, which occurred shortly after the consolidation was completed in 2008. As a result of the continued poor commercial real estate market conditions, in 2010 and 2009, the Company recorded a reduction in the carrying cost of the building to its estimated fair value, less the estimated costs to sell, of $1.0 million and $2.3 million, respectively. The remaining excess was primarily as a result of higher costs incurred to complete the consolidation of the two facilities than originally anticipated.

The following table summarizes incurred cost for 2007 restructuring actions by segment:

	Costs incurred Year Ended December 31, 2010	Costs incurred Year Ended December 31, 2009	Costs incurred Year Ended December 31, 2008
		(in millions)	
North America	**$ 1.0**	$ 2.8	$ 2.3
Europe		0.4	0.2
China (exclusive of minority interest)			1.3
Total	**$ 1.0**	$ 3.2	$ 3.8

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(4) Restructuring and Other (Income) Charges (Continued)

Details of the Company's 2007 restructuring actions through December 31, 2010 are as follows:

	Severance	Asset write-downs	Product line discontinuance	Facility exit and other	Total
			(in millions)		
Balance as of December 31, 2007	$ 0.1	$	$	$	$ 0.1
Net pre-tax restructuring charges	1.5	0.6		1.7	3.8
Utilization	(1.6)	(0.6)		(1.7)	(3.9)
Balance at December 31, 2008					
Net pre-tax restructuring charges	0.5	2.6		0.1	3.2
Utilization	(0.5)	(2.6)		(0.1)	(3.2)
Balance at December 31, 2009					
Net pre-tax restructuring charges		**1.0**			**1.0**
Utilization		**(1.0)**			**(1.0)**
Balance at December 31, 2010	**$**	**$**	**$**	**$**	**$**

The following table summarizes the incurred cost for 2007 restructuring actions by type:

	Severance	Asset write-downs	Product line discontinuance	Facility exit and other	Total
			(in millions)		
Costs incurred 2007	$ 0.6	$ 1.3	$ 3.1	$ 0.1	$ 5.1
Costs incurred 2008	1.5	0.6		1.7	3.8
Costs incurred 2009	0.5	2.6		0.1	3.2
Costs incurred 2010		**1.0**			**1.0**
Total costs at December 31, 2010	**$ 2.6**	**$ 5.5**	**$ 3.1**	**$ 1.9**	**$ 13.1**

Other consists primarily of relocation costs.

2009 Actions

In February 2009, the Board approved a plan to expand the Company's program to consolidate its manufacturing footprint in North America and China. The final plan provided for the closure of two additional plants, with those operations being moved to existing facilities in either North America or China or relocated to a new central facility in the United States. Another facility had originally been identified for closure, but its operations had improved substantially and therefore was removed from the program.

The footprint consolidation pre-tax charge was estimated at approximately $11.7 million, including severance charges, relocation costs and asset write-downs. One-time tax charges of approximately $3.9 million were incurred as part of the relocations. Approximately 225 positions were eliminated by this program. Additionally, the Company spent approximately $3.3 million in capital expenditures to consolidate operations.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(4) Restructuring and Other (Income) Charges (Continued)

The following table summarizes the total estimated pre-tax charges expected, incurred and remaining cost for the footprint consolidation-restructuring program initiated in 2009 by the Company's reportable segments:

	Total Expected Costs	Incurred through December 31, 2010	Remaining Costs
		(in millions)	
North America	$ 2.7	$ 1.9	$ 0.8
China	9.2	9.2	
Total	$ 11.9	$ 11.1	$ 0.8

The Company does not expect to incur additional costs, as the project is substantially complete.

Details of the Company's footprint consolidation-restructuring program through December 31, 2010 are as follows:

	Severance	Asset write-downs	Facility exit and other	Total
		(in millions)		
Balance at December 31, 2008	$	$	$	$
Net pre-tax restructuring charges	1.7	7.5	0.1	9.3
Utilization	(1.7)	(7.5)	(0.1)	(9.3)
Balance at December 31, 2009				
Net pre-tax restructuring charges	**0.7**	**0.1**	**1.0**	**1.8**
Utilization	**(0.7)**	**(0.1)**	**(1.0)**	**(1.8)**
Balance at December 31, 2010	**$**	**$**	**$**	**$**

2010 Actions

On February 8, 2010, the Board approved a restructuring program with respect to the Company's operating facilities in France. The restructuring program is expected to include the consolidation of five facilities into two facilities. The consolidation of the three facilities includes two manufacturing sites and one distribution center. The program was originally expected to include pre-tax charges totaling approximately $12.5 million, including costs for severance, relocation, clean-up and certain asset write-downs, and result in the elimination of approximately 95 positions. The Company revised its forecast to $15.5 million primarily for additional severance and legal costs. Total net after-tax charges for this restructuring program are expected to be approximately $9.7 million (including $1.1 million in non-cash charges), with costs being incurred through 2011. The Company expects to spend approximately $6.6 million in capital expenditures to consolidate operations. The Company recorded certain severance costs related to this program in 2009 as the amounts related to contractual or statutory obligations.

The following table summarizes the total expected, incurred and remaining pre-tax costs for the 2010 Europe footprint consolidation-restructuring program by the Company's reportable segments:

	Total Expected Costs	Incurred through December 31, 2010	Remaining Costs
	(in millions)		
Europe	$ 15.5	$ 13.7	$ 1.8

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(4) Restructuring and Other (Income) Charges (Continued)

Details of the Company's Europe footprint consolidation-restructuring program through December 31, 2010 are as follows:

	Severance	Asset write-downs	Facility exit and other	Total
		(in millions)		
Balance at December 31, 2008	$	$	$	$
Net pre-tax restructuring charges	4.2		0.4	4.6
Utilization and foreign currency impact			(0.4)	(0.4)
Balance at December 31, 2009	4.2			4.2
Net pre-tax restructuring charges	**2.9**	**1.7**	**4.5**	**9.1**
Utilization and foreign currency impact	**(1.7)**	**(1.7)**	**(4.5)**	**(7.9)**
Balance at December 31, 2010	**$ 5.4**	**$**	**$**	**$ 5.4**

The following table summarizes expected, incurred and remaining costs for 2010 Europe footprint consolidation-restructuring actions by type:

	Severance	Asset write-downs	Facility exit and other	Total
		(in millions)		
Expected costs	$ 8.9	$ 1.7	$ 4.9	$ 15.5
Costs incurred 2009	(4.2)		(0.4)	(4.6)
Costs incurred 2010	**(2.9)**	**(1.7)**	**(4.5)**	**(9.1)**
Remaining costs at December 31, 2010	**$ 1.8**	**$**	**$**	**$ 1.8**

The additional costs that incurred in the Company's Europe footprint consolidation-restructuring program primarily came from the unexpected number of employees that elected to make use of the severance plan, including some higher paid employees.

On September 13, 2010, the Board approved a restructuring program with respect to certain of the Company's operating facilities in the United States. The restructuring program includes the shutdown of two manufacturing facilities in North Carolina. Operations at these facilities will be consolidated into the Company's manufacturing facilities in New Hampshire, Missouri and other locations. The program is expected to include pre-tax charges totaling approximately $4.9 million, including costs for severance, shutdown costs and equipment write-downs. Additionally, the Company is expecting pre-tax training and pre-production set-up costs of approximately $2.0 million. The total net after-tax charge for this restructuring program is expected to be approximately $4.1 million (including $0.4 million in non-cash charges), with costs being incurred through 2011. The Company expects to spend approximately $1.2 million in capital expenditures to consolidate operations. The restructuring program is expected to be completed by the end of the third quarter of 2011.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(4) Restructuring and Other (Income) Charges (Continued)

The following table summarizes the total expected, incurred and remaining pre-tax costs for the 2010 North America footprint consolidation-restructuring program by the Company's reportable segments:

	Total Expected Costs	Incurred through December 31, 2010	Remaining Costs at December 31, 2010
	(in millions)		
North America	$ 4.9	$ 2.0	$ 2.9

Details of the Company's 2010 North America footprint consolidation-restructuring program through December 31, 2010 are as follows:

	Severance	Asset write-downs	Facility exit and other	Total
		(in millions)		
Balance at December 31, 2009	$	$	$	$
Net pre-tax restructuring charges	**2.0**			**2.0**
Utilization				
Balance at December 31, 2010	**$ 2.0**	**$**	**$**	**$ 2.0**

The following table summarizes expected, incurred and remaining costs for 2010 North America footprint consolidation-restructuring actions by type:

	Severance	Asset write-downs	Facility exit and other	Total
		(in millions)		
Expected costs	$ 1.9	$ 0.6	$ 2.4	$ 4.9
Costs incurred 2010	**(2.0)**			**(2.0)**
Remaining costs at December 31, 2010	**$ (0.1)**	**$ 0.6**	**$ 2.4**	**$ 2.9**

(5) Business Acquisitions and Disposition

On June 28, 2010, the Company acquired 100% of the outstanding stock of Austroflex Rohr-Isoliersysteme GmbH (Austroflex) for approximately $33.7 million. Austroflex is an Austrian-based manufacturer of pre-insulated flexible pipe systems for district heating, solar applications and under-floor radiant heating systems. The acquisition of Austroflex provides the Company with a full range of pre-insulated PEX tubing, pre-insulated solar tubes, under-floor heating insulation, and distribution capability and positions the Company as a major supplier of pre-insulated pipe systems in Europe. The Company completed a purchase price allocation that resulted in the recognition of $17.2 million of intangible assets and $12.3 million of goodwill. Intangible assets were based on fair value estimates and are comprised primarily of customer relationships with estimated useful lives of 8 years and trade names with indefinite lives. Goodwill is expected to be tax deductible up to a certain limit established under Austrian tax rules. Austroflex had annual sales prior to the acquisition of approximately $23.0 million.

On April 13, 2010, the Company acquired 100% of the outstanding stock of Blue Ridge Atlantic Enterprises, Inc. (BRAE) located in Oakboro, North Carolina for up to $5.3 million, net of cash acquired. Of the total purchase price, $0.5 million was paid at closing and the remaining $4.8 million is contingent upon BRAE achieving a certain performance metric during the year ending December 31,

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(5) Business Acquisitions and Disposition (Continued)

2014, and, to the extent achieved, is expected to be paid in cash in 2015. The Company recognized a liability of $1.9 million as an estimate of the acquisition date fair value of the contingent consideration, which is based on the net present value of $3.7 million which is derived from the weighted probability of achievement of the performance metric as of the date of the acquisition. Failure to meet the performance metric would reduce this liability to $0, while complete achievement would increase this liability to the full remaining purchase price of $4.8 million. Any change in the fair value of the acquisition-related contingent consideration subsequent to the acquisition date is recognized in earnings in the period the estimated fair value changes. The excess fair value of the consideration transferred over the fair value of the net assets acquired of $2.7 million was allocated to goodwill and trade name. None of the goodwill is expected to be tax deductible. BRAE is a provider of engineered rain water harvesting solutions and addresses the commercial, industrial and residential markets. BRAE had annual sales prior to the acquisition of approximately $2.0 million.

On May 30, 2008, the Company acquired all of the outstanding stock of Blücher Metal A/S (Blücher) for approximately $183.5 million. The purchase price consisted of $170.1 million in cash and the assumption of debt of $13.4 million, net of cash acquired. Blücher is a leading provider of stainless steel drainage systems in Europe to the residential, commercial and industrial market places and is a worldwide leader in providing stainless steel drainage products to the marine industry. Blücher provides the Company with a new product platform in Europe while allowing the Company to offer a broader product line to its existing customer base. The Company completed a purchase price allocation that resulted in the recognition of $64.5 million in intangible assets and $89.5 million in goodwill. Intangible assets are comprised primarily of customer relationships and patents with estimated lives of 10 years and trade names with indefinite lives. The consolidated results of operations include the results of Blücher since the acquisition date of May 30, 2008.

During the second quarter of 2008, the Company completed the acquisition of the remaining 40% ownership of its joint venture in China, TWT, for $3.3 million in cash. TWT manufactured products to support the U.S. operations as well as to sell into the local China market. In the third quarter of 2008, the Company relocated the business supporting the U.S. from TWT into an existing operation in China. The Company then entered into an agreement to sell TWT. Under this agreement, the Company determined that the risks and rewards of ownership of TWT were effectively transferred to the buyer as of October 18, 2008. The Company further determined that it was no longer the beneficiary of the operating results of TWT and therefore deconsolidated TWT as of October 18, 2008. The Company recognized a $1.1 million gain from the sale in 2009 upon the final approval of the transfer by Chinese government authority. See Note 3 for additional information concerning dispositions.

The results of operations for BRAE are included in the Company's North America segment and the results of operations of Austroflex and Blücher are included in the Company's Europe segment since their respective acquisition dates and were not material to the Company's consolidated financial statements.

Certain acquisition agreements from prior years contain earn-out provisions. In 2010, 2009 and 2008, the Company accrued approximately $0.5 million, $0.5 million and $0.4 million, respectively, for earn-out provisions which were charged to goodwill and were paid in the year following each earn-out. The calculations are typically based on a multiple of future gross margins or operating earnings as defined in the agreements.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(6) Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) consists of the following:

	Foreign Currency Translation	Defined Benefit Pension Plans	Accumulated Other Comprehensive Income (Loss)
		(in millions)	
Balance December 31, 2008	$ 25.4	$ (25.2)	$ 0.2
Change in period	26.2	3.7	29.9
Balance December 31, 2009	51.6	(21.5)	30.1
Change in period	**(26.7)**	**(3.7)**	**(30.4)**
Balance December 31, 2010	**$ 24.9**	**$ (25.2)**	**$ (0.3)**

(7) Inventories, net

Inventories consist of the following:

	December 31, 2010	December 31, 2009
	(in millions)	
Raw materials	**$ 85.4**	$ 88.0
Work in process	**36.4**	36.5
Finished goods	**143.8**	142.2
	$ 265.6	$ 266.7

Raw materials, work-in-process and finished goods are net of valuation reserves of $23.9 million and $25.7 million as of December 31, 2010 and 2009, respectively. Finished goods of $14.7 million and $13.8 million as of December 31, 2010 and 2009, respectively, were consigned.

(8) Property, Plant and Equipment

Property, plant and equipment consists of the following:

	December 31, 2010	December 31, 2009
	(in millions)	
Land	**$ 13.3**	$ 13.7
Buildings and improvements	**132.1**	128.7
Machinery and equipment	**297.8**	300.4
Construction in progress	**7.3**	12.1
	450.5	454.9
Accumulated depreciation	**(253.0)**	(248.4)
	$ 197.5	$ 206.5

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(9) Income Taxes

The significant components of the Company's deferred income tax liabilities and assets are as follows:

	December 31,	
	2010	2009
	(in millions)	
Deferred income tax liabilities:		
Excess tax over book depreciation	**$ 13.7**	$ 16.4
Intangibles	**29.3**	30.5
Other	**12.8**	9.5
Total deferred tax liabilities	**55.8**	56.4
Deferred income tax assets:		
Accrued expenses	**17.9**	21.6
Net operating loss carry-forward	**8.1**	10.0
Inventory reserves	**9.4**	6.3
Pension accumulated other comprehensive income	**15.8**	13.4
Other	**15.6**	10.3
Total deferred tax assets	**66.8**	61.6
Less: valuation allowance	**(9.1)**	(9.8)
Net deferred tax assets	**57.7**	51.8
Net deferred tax assets (liabilities)	**$ 1.9**	$ (4.6)

The provision for income taxes from continuing operations is based on the following pre-tax income:

	Years Ended December 31,		
	2010	2009	2008
		(in millions)	
Domestic	**$ 43.5**	$ 21.5	$ 0.9
Foreign	**51.0**	50.8	67.1
	$ 94.5	$ 72.3	$ 68.0

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(9) Income Taxes (Continued)

The provision for income taxes from continuing operations consists of the following:

	Years Ended December 31,		
	2010	2009	2008
		(in millions)	
Current tax expense:			
Federal	**$ 12.0**	$ 1.9	$ 7.5
Foreign	**20.5**	23.5	24.2
State	**2.9**	0.6	1.9
	35.4	26.0	33.6
Deferred tax expense (benefit):			
Federal	**1.6**	6.8	(0.2)
Foreign	**(5.9)**	(3.3)	(7.4)
State	**0.3**	1.8	(1.3)
	(4.0)	5.3	(8.9)
	$ 31.4	$ 31.3	$ 24.7

Actual income taxes reported from continuing operations are different than would have been computed by applying the federal statutory tax rate to income from continuing operations before income taxes. The reasons for this difference are as follows:

	Years Ended December 31,		
	2010	2009	2008
		(in millions)	
Computed expected federal income expense	**$ 33.0**	$ 25.3	$ 23.8
State income taxes, net of federal tax benefit	**2.1**	1.5	0.4
Foreign tax rate differential	**(3.3)**	2.5	(6.9)
Valuation allowance			4.2
Goodwill impairment			3.2
Other, net	**(0.4)**	2.0	
	$ 31.4	$ 31.3	$ 24.7

At December 31, 2010, the Company has foreign net operating loss carry forwards of $31.5 million for income tax purposes; $1.0 million of the losses can be carried forward indefinitely, $7.6 million of the losses expire in 2015, $4.6 million expire in 2016, and $18.3 million expire between 2017-2019. The net operating losses consist of $1.0 million related to Austrian operations, $22.9 million to Netherland operations, and $7.6 related to Chinese operations.

At December 31, 2010, the Company had a valuation allowance of $9.1 million. In the U.S., $6.9 million relates to capital losses as management believes it is not more likely than not that the Company would use such losses within the applicable carryforward period. In China, a valuation allowance of $2.2 million relates to the deferred tax assets of TWVC, a Chinese subsidiary, that the Company believes will not be utilized. The Company does not have a valuation allowance on other deferred tax assets, as management believes that it is more likely than not that the Company will recover the net deferred tax assets.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(9) Income Taxes (Continued)

Enacted changes in income tax laws had no material effect on the Company in 2010, 2009 or 2008.

Undistributed earnings of the Company's foreign subsidiaries amounted to approximately $313.0 million at December 31, 2010, $320.3 million at December 31, 2009, and $311.7 million at December 31, 2008. Those earnings are considered to be indefinitely reinvested and, accordingly, no provision for U.S. federal and state income taxes has been recorded thereon. Upon distribution of those earnings, in the form of dividends or otherwise, the Company will be subject to withholding taxes payable to the various foreign countries. Determination of the amount of U.S. income tax liability that would be incurred is not practicable because of the complexities associated with its hypothetical calculation; however, unrecognized foreign tax credits may be available to reduce some portion of any U.S. income tax liability. Withholding taxes of approximately $7.2 million would be payable upon remittance of all previously unremitted earnings at December 31, 2010.

(10) Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consist of the following:

	December 31,	
	2010	**2009**
	(in millions)	
Commissions and sales incentives payable	**$ 35.9**	$ 37.2
Accrued product liability and workers' compensation	**29.4**	32.5
Other	**43.0**	34.2
Income taxes payable	**7.3**	2.0
	$ 115.6	$ 105.9

(11) Financing Arrangements

Long-term debt consists of the following:

	December 31,	
	2010	**2009**
	(in millions)	
5.85% notes due April 2016	**$ 225.0**	$ 225.0
4.87% notes due May 2010		50.0
5.47% notes due May 2013	**75.0**	75.0
5.05% notes due June 2020	**75.0**	
Other consists primarily of European borrowings (at interest rates ranging from 4.1% to 6.0%)	**3.7**	4.9
	378.7	354.9
Less Current Maturities	**0.7**	50.9
	$ 378.0	$ 304.0

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(11) Financing Arrangements (Continued)

Principal payments during each of the next five years and thereafter are due as follows (in millions): 2011 $0.7; 2012 $0.7; 2013 $75.7; 2014 $0.7; 2015 $0.8 and thereafter $300.1.

The Company maintains letters of credit that guarantee its performance or payment to third parties in accordance with specified terms and conditions. Amounts outstanding were approximately $34.9 million as of December 31, 2010 and $37.0 million as of December 31, 2009. The Company's letters of credit are primarily associated with insurance coverage and to a lesser extent foreign purchases. The Company's letters of credit generally expire within one year of issuance and are drawn down against the revolving credit facility. These instruments may exist or expire without being drawn down. Therefore, they do not necessarily represent future cash flow obligations.

On June 18, 2010, the Company entered into a note purchase agreement with certain institutional investors (the 2010 Note Purchase Agreement). Pursuant to the 2010 Note Purchase Agreement, the Company issued senior notes of $75.0 million in principal, due June 18, 2020. The Company will pay interest on the outstanding balance of the Notes at the rate of 5.05% per annum, payable semi-annually on June 18 and December 18 until the principal on the Notes shall become due and payable. The Company may, at its option, upon notice, and subject to the terms of the 2010 Note Purchase Agreement, prepay at any time all or part of the Notes in an amount not less than $1 million by paying the principal amount plus a make-whole amount (as defined in the 2010 Note Purchase Agreement).

The 2010 Note Purchase Agreement includes operational and financial covenants, with which the Company is required to comply, including, among others, maintenance of certain financial ratios and restrictions on additional indebtedness, liens and dispositions. Events of defaults under the 2010 Note Purchase Agreement include failure to comply with the financial and operational covenants, as well as bankruptcy and other insolvency events. If an event of default occurs and is continuing, then a majority of the note holders have the right to accelerate and require the Company to repay all the outstanding notes under the 2010 Note Purchase Agreement. In limited circumstances, such acceleration is automatic. As of December 31, 2010, the Company was in compliance with all covenants related to the 2010 Note Purchase Agreement.

On June 18, 2010, the Company entered into a credit agreement (the Credit Agreement) among the Company, certain subsidiaries of the Company who become borrowers under the Credit Agreement, Bank of America, N.A., as Administrative Agent, swing line lender and letter of credit issuer, and the other lenders referred to therein. The Credit Agreement provides for a $300 million, five-year, senior unsecured revolving credit facility which may be increased by an additional $150 million under certain circumstances and subject to the terms of the Credit Agreement. The Credit Agreement has a sublimit of up to $75.0 million in letters of credit. The Credit Agreement replaced the 2006 unsecured revolving credit facility.

Borrowings outstanding under the Credit Agreement bear interest at a fluctuating rate per annum equal to (i) in the case of Eurocurrency rate loans, the British Bankers Association LIBOR rate plus an applicable percentage, ranging from 1.70% to 2.30%, determined by reference to the Company's consolidated leverage ratio plus, in the case of certain lenders, a mandatory cost calculated in accordance with the terms of the Credit Agreement, or (ii) in the case of base rate loans and swing line loans, the highest of (a) the federal funds rate plus 0.5%, (b) the rate of interest in effect for such day as announced by Bank of America, N.A. as its "prime rate," and (c) the British Bankers Association LIBOR rate plus 1.0%, plus an applicable percentage, ranging from 0.70% to 1.30%, determined by reference to the Company's consolidated leverage ratio. In addition to paying interest under the Credit

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(11) Financing Arrangements (Continued)

Agreement, the Company is also required to pay certain fees in connection with the credit facility, including, but not limited to, a facility fee and letter of credit fees. The Credit Agreement expires on June 18, 2015. The Company may repay loans outstanding under the Credit Agreement from time to time without premium or penalty, other than customary breakage costs, if any, and subject to the terms of the Credit Agreement.

Under the Credit Agreement, the Company is required to satisfy and maintain specified financial ratios and other financial condition tests. As of December 31, 2010, the Company was in compliance with all covenants related to the Credit Agreement and had $265.3 million of unused and available credit under the Credit Agreement and $34.7 million of stand-by letters of credit outstanding on the Credit Agreement. There were no borrowings under the Credit Agreement at December 31, 2010.

On April 27, 2006, the Company completed a private placement of $225.0 million of 5.85% senior unsecured notes due April 2016 (the 2006 Note Purchase Agreement). The 2006 Note Purchase Agreement includes operational and financial covenants, with which the Company is required to comply, including, among others, maintenance of certain financial ratios and restrictions on additional indebtedness, liens and dispositions. Events of default under the 2006 Note Purchase Agreement include failure to comply with its financial and operational covenants, as well as bankruptcy and other insolvency events. The Company may, at its option, upon notice to the noteholders, prepay at any time all or part of the Notes in an amount not less than $1.0 million by paying the principal amount plus a make-whole amount, which is dependent upon the yield of respective U.S. Treasury Securities. As of December 31, 2010, the Company was in compliance with all covenants related to the 2006 Note Purchase Agreement. The payment of interest on the senior unsecured notes is due semi-annually on April 30th and October 30th of each year.

On May 15, 2003, the Company completed a private placement of $125.0 million of senior unsecured notes consisting of $50.0 million principal amount of 4.87% senior notes due 2010 and $75.0 million principal amount of 5.47% senior notes due May 2013. The payment of interest on the senior unsecured notes was due semi-annually on May 15th and November 15th of each year. In May 2010, the Company repaid $50.0 million in principal of 4.87% senior notes due upon maturity. As of December 31, 2010, the Company was in compliance with all covenants related to the note purchase agreement.

(12) Common Stock

The Class A Common Stock and Class B Common Stock have equal dividend and liquidation rights. Each share of the Company's Class A Common Stock is entitled to one vote on all matters submitted to stockholders and each share of Class B Common Stock is entitled to ten votes on all such matters. Shares of Class B Common Stock are convertible into shares of Class A Common Stock, on a one-to-one basis, at the option of the holder. As of December 31, 2010, the Company has reserved a total of 3,668,183 of Class A Common Stock for issuance under its stock-based compensation plans and 6,953,680 shares for conversion of Class B Common Stock to Class A Common Stock.

In November 2007, the Company announced that its Board of Directors had authorized a repurchase of up to 3.0 million shares of its Class A Common Stock. As of December 31, 2010, the Company had repurchased 2.45 million shares of stock for a total cost of $68.1 million. The Company has not repurchased any shares of stock since 2008.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(13) Stock-Based Compensation

The Company maintains three stock incentive plans under which key employees and outside directors have been granted incentive stock options (ISOs) and nonqualified stock options (NSOs) to purchase the Company's Class A Common Stock. Only one plan, the 2004 Stock Incentive Plan, is currently available for the grant of new equity awards. Stock options granted under prior plans became exercisable over a five-year period at the rate of 20% per year and expire ten years after the date of grant. Under the 2004 Stock Incentive Plan, options become exercisable over a four-year period at the rate of 25% per year and expire ten years after the grant date. ISOs and NSOs granted under the plans may have exercise prices of not less than 100% and 50% of the fair market value of the Class A Common Stock on the date of grant, respectively. The Company's current practice is to grant all options at fair market value on the grant date. At December 31, 2010, 2,003,598 shares of Class A Common Stock were authorized for future grants of new equity awards under the Company's stock incentive plans.

The Company grants shares of restricted stock to key employees and non-employee members of the Company's Board of Directors under the 2004 Stock Incentive Plan, which vest either immediately, over a one-year period, or over a three-year period at the rate of one-third per year. The restricted stock awards are amortized to expense on a straight-line basis over the vesting period.

The Company also has a Management Stock Purchase Plan that allows for the granting of restricted stock units (RSUs) to key employees. On an annual basis, key employees may elect to receive a portion of their annual incentive compensation in RSUs instead of cash. Each RSU provides the key employee with the right to purchase a share of Class A Common Stock at 67% of the fair market value on the date of grant. RSUs vest ratably over a three-year period from the grant date. An aggregate of 2,000,000 shares of Class A Common Stock may be issued under the Management Stock Purchase Plan.

2004 Stock Incentive Plan

At December 31, 2010, total unrecognized compensation cost related to the unvested stock options was approximately $5.2 million with a total weighted average remaining term of 3.0 years. For 2010, 2009 and 2008, the Company recognized compensation cost of $1.7 million, $1.7 million and $2.3 million, respectively, in selling, general and administrative expenses.

The following is a summary of stock option activity and related information:

	Years Ended December 31,						
	2010			2009		2008	
	Options	Weighted Average Exercise Price	Intrinsic Value	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
	(Options in thousands)						
Outstanding at beginning of year	**1,300**	**$ 26.25**		1,216	$ 26.07	1,168	$ 25.32
Granted	**282**	**33.65**		214	26.34	202	29.35
Cancelled/Forfeitures	**(94)**	**23.33**		(101)	27.63	(68)	31.68
Exercised	**(185)**	**19.69**		(29)	14.23	(86)	19.08
Outstanding at end of year	**1,303**	**$ 29.00**	**$ 7.59**	1,300	$ 26.25	1,216	$ 26.07
Exercisable at end of year	**769**	**$ 27.56**	**$ 9.02**	882	$ 24.98	800	$ 23.22

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(13) Stock-Based Compensation (Continued)

As of December 31, 2010, the aggregate intrinsic values of exercisable options were approximately $6.9 million, representing the total pre-tax intrinsic value, based on the Company's closing Class A Common Stock price of $36.59 as of December 31, 2010, which would have been received by the option holders had all option holders exercised their options as of that date. The total intrinsic value of options exercised for 2010, 2009 and 2008 was approximately $2.7 million, $0.3 million and $0.8 million, respectively.

Upon exercise of options, the Company issues shares of Class A Common Stock.

The following table summarizes information about options outstanding at December 31, 2010:

Range of Exercise Prices	Options Outstanding Number Outstanding	Options Outstanding Weighted Average Remaining Contractual Life (years)	Options Outstanding Weighted Average Exercise Price	Options Exercisable Number Exercisable	Options Exercisable Weighted Average Exercise Price
		(Options in thousands)			
$10.56 $14.08	6	1.34	$ 10.58	6	$ 10.58
$14.09 $17.60	161	2.17	16.78	161	16.78
$17.61 $28.16	306	6.60	25.82	165	25.37
$28.17 $31.68	156	7.58	29.35	76	29.35
$31.69 $35.21	674	7.21	33.44	361	33.29
	1,303	6.46	$ 29.00	769	$ 27.56

The fair value of each option granted under the 2004 Stock Incentive Plan is estimated on the date of grant, using the Black-Scholes-Merton Model, based on the following weighted average assumptions:

	Years Ended December 31, 2010	2009	2008
Expected life (years)	**6.0**	6.0	6.0
Expected stock price volatility	**41.3%**	41.2%	35.6%
Expected dividend yield	**1.3%**	1.7%	1.5%
Risk-free interest rate	**1.9%**	2.8%	3.5%

The risk-free interest rate is based upon the U.S. Treasury yield curve at the time of grant for the respective expected life of the option. The expected life (estimated period of time outstanding) of options and volatility were calculated using historical data. The expected dividend yield of stock is the Company's best estimate of the expected future dividend yield. The Company applied an estimated forfeiture rate of 6.75%, 6.75% and 15.0% for 2010, 2009 and 2008, respectively, for its stock options. These rates were calculated based upon historical activity and are an estimate of granted shares not expected to vest. If actual forfeitures differ from the expected rates, the Company may be required to make additional adjustments to compensation expense in future periods.

The above assumptions were used to determine the weighted average grant-date fair value of stock options of $12.36, $9.70 and $10.10 for the years ending December 31, 2010, 2009 and 2008, respectively.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(13) Stock-Based Compensation (Continued)

The following is a summary of unvested restricted stock activity and related information:

	Years Ended December 31,					
	2010		2009		2008	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
	(Shares in thousands)					
Unvested at beginning of year	**117**	**$ 28.20**	115	$ 31.28	89	$ 34.05
Granted	**105**	**33.65**	86	26.21	80	29.35
Cancelled/Forfeitures	**(7)**	**28.09**	(16)	29.15	(7)	33.71
Vested	**(53)**	**29.24**	(68)	30.62	(47)	32.92
Unvested at end of year	**162**	**$ 31.39**	117	$ 28.20	115	$ 31.28

The total fair value of shares vested during 2010, 2009 and 2008 was $1.5 million, $2.1 million and $1.4 million, respectively. At December 31, 2010, total unrecognized compensation cost related to unvested restricted stock was approximately $4.1 million with a total weighted average remaining term of 2.1 years. For 2010, 2009 and 2008, the Company recognized compensation costs of $1.8 million, $2.0 million and $1.8 million, respectively, in selling, general and administrative expenses. The Company applied an estimated forfeiture rate of 9.75%, 5.2% and 10.0% for 2010, 2009 and 2008, respectively, for restricted stock issued to key employees. The aggregate intrinsic value of restricted stock granted and outstanding approximated $5.9 million representing the total pre-tax intrinsic value based on the Company's closing Class A Common Stock price of $36.59 as of December 31, 2010.

Management Stock Purchase Plan

Total unrecognized compensation cost related to unvested RSUs was approximately $1.8 million at December 31, 2010 with a total weighted average remaining term of 1.9 years. For 2010, 2009 and 2008 the Company recognized compensation cost of $1.2 million, $1.2 million and $1.2 million, respectively, in selling, general and administrative expenses. Dividends declared for RSUs, that are paid to individuals, that remain unpaid at December 31, 2010 total approximately $0.2 million.

A summary of the Company's RSU activity and related information is shown in the following table:

	Years Ended December 31,						
	2010			2009		2008	
	RSUs	Weighted Average Purchase Price	Intrinsic Value	RSUs	Weighted Average Purchase Price	RSUs	Weighted Average Purchase Price
	(RSU's in thousands)						
Outstanding at beginning of period	**350**	**$ 18.13**		297	$ 21.86	366	$ 18.98
Granted	**159**	**19.87**		150	13.25	60	19.09
Cancelled/Forfeitures	**(21)**	**16.68**		(7)	18.08	(19)	23.23
Settled	**(127)**	**23.95**		(90)	22.31	(110)	22.06
Outstanding at end of period	**361**	**$ 16.92**	**$ 19.67**	350	$ 18.13	297	$ 21.86
Vested at end of period	**105**	**$ 15.21**	**$ 21.38**	131	$ 21.12	133	$ 20.27

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(13) Stock-Based Compensation (Continued)

As of December 31, 2010, the aggregate intrinsic values of outstanding and vested RSUs were approximately $7.1 million and $2.2 million, respectively, representing the total pre-tax intrinsic value, based on the Company's closing Class A Common Stock price of $36.59 as of December 31, 2010, which would have been received by the RSUs holders had all RSUs settled as of that date. The total intrinsic value of RSUs settled for 2010, 2009 and 2008 was approximately $0.7 million, $0.1 million and $0.7 million, respectively. Upon settlement of RSUs, the Company issues shares of Class A Common Stock.

The following table summarizes information about RSUs outstanding at December 31, 2010:

	RSUs Outstanding			RSUs Vested	
Range of Purchase Prices	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Purchase Price	Number Vested	Weighted Average Purchase Price
	(RSUs in thousands)				
$7.04 $10.56	22	2.5	$ 9.92	22	$ 9.92
$10.57 $17.60	128	1.2	13.25	43	13.25
$17.61 $21.11	203	1.7	19.69	32	19.09
$21.12 $24.64	5	2.3	22.65	5	22.65
$24.65 $25.73	3	1.1	25.73	3	25.73
	361	1.7	$ 16.92	105	$ 15.21

The fair value of each share issued under the Management Stock Purchase Plan is estimated on the date of grant, using the Black-Scholes-Merton Model, based on the following weighted average assumptions:

	Years Ended December 31,		
	2010	2009	2008
Expected life (years)	**3.0**	3.0	3.0
Expected stock price volatility	**45.6%**	45.0%	37.2%
Expected dividend yield	**1.5%**	2.2%	1.5%
Risk-free interest rate	**1.5%**	1.4%	2.2%

The risk-free interest rate is based upon the U.S. Treasury yield curve at the time of grant for the respective expected life of the RSUs. The expected life (estimated period of time outstanding) of RSUs and volatility were calculated using historical data. The expected dividend yield of stock is the Company's best estimate of the expected future dividend yield. The Company applied an estimated forfeiture rate of 6.3% of 5.2% and 10.0% for 2010, 2009 and 2008, respectively, for its RSUs. These rates were calculated based upon historical activity and are an estimate of granted shares not expected to vest. If actual forfeitures differ from the expected rates, the Company may be required to make additional adjustments to compensation expense in future periods.

The above assumptions were used to determine the weighted average grant-date fair value of RSUs granted of $12.81, $8.14 and $11.44 during 2010, 2009 and 2008, respectively.

The Company distributed dividends of $0.44 per share for 2010, 2009 and 2008 on the Company's Class A Common Stock and Class B Common Stock.

Watts Water Technologies, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (Continued)

(14) Employee Benefit Plans

The Company sponsors funded and unfunded non-contributing defined benefit pension plans that together cover substantially all of its domestic employees. Benefits are based primarily on years of service and employees' compensation. The funding policy of the Company for these plans is to contribute an annual amount that does not exceed the maximum amount that can be deducted for federal income tax purposes.

The funded status of the defined benefit plans and amounts recognized in the consolidated balance sheet are as follows:

	December 31, 2010	December 31, 2009
	(in millions)	
Change in projected benefit obligation		
Balance at beginning of the year	**$ 96.1**	$ 87.1
Service cost	**4.6**	4.1
Administration cost	**(1.0)**	(0.7)
Interest cost	**5.7**	5.2
Actuarial loss	**10.2**	3.2
Benefits paid	**(3.0)**	(2.8)
Balance at end of year	**$ 112.6**	$ 96.1
Change in fair value of plan assets		
Balance at beginning of the year	**$ 66.6**	$ 44.9
Actual (loss) gain on assets	**7.4**	9.0
Employer contributions	**20.3**	16.2
Administration cost	**(1.0)**	(0.7)
Benefits paid	**(3.0)**	(2.8)
Fair value of plan assets at end of the year	**$ 90.3**	$ 66.6
Funded status at end of year	**$ (22.3)**	$ (29.5)

Amounts recognized in the consolidated balance sheet are as follows: