

WATTS WATER TECHNOLOGIES INC

FORM 10-Q (Quarterly Report)

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Address	815 CHESTNUT ST NORTH ANDOVER, Massachusetts 01845
Telephone	978-688-1811
CIK	0000795403
Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended April 1, 2007

or

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from to

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

(Former Name, Former Address and Former Fiscal year, if changed since last report.)

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 ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer ☒ Accelerated filer ☐ Non-Accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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 April 27, 2007
Class A Common Stock, \$.10 par value	31,351,684
Class B Common Stock, \$.10 par value	7,293,880

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

WATTS WATER TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Amounts in thousands, except share information)
(Unaudited)

	April 1, 2007	December 31, 2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 319,833	\$ 342,979
Investment securities	19,250	11,825
Trade accounts receivable, less allowance for doubtful accounts of \$12,556 at April 1, 2007 and \$10,543 at December 31, 2006	251,624	228,502
Inventories, net:		
Raw materials	110,465	103,587
Work in process	43,986	39,593
Finished goods	176,977	173,236
Total Inventories	331,428	316,416
Prepaid expenses and other assets	20,665	15,842
Deferred income taxes	33,215	26,739
Assets of discontinued operations	10,102	10,079
Total Current Assets	986,117	952,382
PROPERTY, PLANT AND EQUIPMENT:		
Property, plant and equipment, at cost	399,053	391,923
Accumulated depreciation	(193,482)	(185,763)
Property, plant and equipment, net	205,571	206,160
OTHER ASSETS:		
Goodwill	358,273	356,090
Other, net	143,674	146,218
TOTAL ASSETS	\$ 1,693,635	\$ 1,660,850
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 123,144	\$ 120,954
Accrued expenses and other liabilities	96,763	100,437
Accrued compensation and benefits	35,778	42,593
Current portion of long-term debt	7,614	7,522
Liabilities of discontinued operations	27,821	27,852
Total Current Liabilities	291,120	299,358
LONG-TERM DEBT, NET OF CURRENT PORTION	453,963	441,697
DEFERRED INCOME TAXES	38,256	34,585
OTHER NONCURRENT LIABILITIES	53,558	52,686
MINORITY INTEREST	5,731	5,971
STOCKHOLDERS' EQUITY:		
Preferred Stock, \$.10 par value; 5,000,000 shares authorized; no shares issued or outstanding	—	—
Class A Common Stock, \$.10 par value; 80,000,000 shares authorized; 1 vote per share; issued and outstanding, 31,351,684 shares at April 1, 2007 and 31,239,111 shares at December 31, 2006	3,135	3,124
Class B Common Stock, \$.10 par value; 25,000,000 shares authorized; 10 votes per share; issued and outstanding, 7,293,880 shares at April 1, 2007 and at December 31, 2006	729	729
Additional paid-in capital	372,351	367,795
Retained earnings	444,744	429,555
Accumulated other comprehensive income	30,048	25,350
Total Stockholders' Equity	851,007	826,553
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,693,635	\$ 1,660,850

See accompanying notes to consolidated financial statements.

WATTS WATER TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands, except per share information)
(Unaudited)

	First Quarter Ended	
	April 1, 2007	April 2, 2006
Net sales	\$ 346,092	\$ 274,950
Cost of goods sold	231,426	179,132
GROSS PROFIT	114,666	95,818
Selling, general & administrative expenses	84,099	69,051
Restructuring and other charges	200	235
OPERATING INCOME	30,367	26,532
Other (income) expense:		
Interest income	(3,612)	(418)
Interest expense	6,307	4,192
Minority interest	(278)	84
Other	721	(400)
	3,138	3,458
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	27,229	23,074
Provision for income taxes	7,182	7,987
INCOME FROM CONTINUING OPERATIONS	20,047	15,087
Loss from discontinued operations, net of taxes	(55)	(124)
NET INCOME	\$ 19,992	\$ 14,963
BASIC EPS		
Income per share:		
Continuing operations	\$.52	\$.46
Discontinued operations	—	—
NET INCOME	\$.52	\$.46
Weighted average number of shares	38,571	32,591
DILUTED EPS		
Income per share:		
Continuing operations	\$.51	\$.46
Discontinued operations	—	—
NET INCOME	\$.51	\$.46
Weighted average number of shares	38,981	32,823
Dividends per share	\$.10	\$.09

See accompanying notes to consolidated financial statements.

WATTS WATER TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)
(Unaudited)

	First Quarter Ended	
	April 1, 2007	April 2, 2006
OPERATING ACTIVITIES		
Income from continuing operations	\$ 20,047	\$ 15,087
Adjustments to reconcile net income from continuing operations to net cash used in continuing operating activities:		
Depreciation	7,575	6,103
Amortization	2,797	1,395
Other	283	(130)
Stock-based compensation	1,703	765
Deferred income tax benefit	(2,471)	(3,087)
Changes in operating assets and liabilities, net of effects from business acquisitions and divestitures:		
Accounts receivable	(21,599)	(12,150)
Inventories	(14,470)	(16,452)
Prepaid expenses and other assets	(4,635)	(2,808)
Accounts payable, accrued expenses and other liabilities	(2,757)	1,773
Net cash used in continuing operations	(13,527)	(9,504)
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(6,234)	(7,101)
Proceeds from the sale of property, plant and equipment	130	1,368
Investments in securities	(7,500)	—
Proceeds from sale of securities	75	—
Increase in other assets	(452)	(4)
Business acquisitions, net of cash acquired	(4,231)	(741)
Net cash used in investing activities	(18,212)	(6,478)
FINANCING ACTIVITIES		
Proceeds from long-term debt	18,403	21,639
Payments of long-term debt	(7,458)	(4,883)
Payment of capital lease	(523)	—
Share transactions under employee stock plans	243	652
Tax benefit of stock awards exercised	990	251
Dividends	(3,971)	(3,085)
Net cash provided by financing activities	7,684	14,574
Effect of exchange rate changes on cash and cash equivalents	1,018	66
Net cash provided by (used in) operating activities of discontinued operations	(109)	1,261
DECREASE IN CASH AND CASH EQUIVALENTS	(23,146)	(81)
Cash and cash equivalents at beginning of period	342,979	45,758
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 319,833	\$ 45,677
NON CASH INVESTING AND FINANCING ACTIVITIES		
Acquisition of businesses		
Fair value of assets acquired	\$ 3,618	\$ 1,257
Cash paid, net of cash acquired	4,231	741
(Assets acquired) liabilities assumed	\$ (613)	\$ 516
Issuance of stock under management stock purchase plan	\$ 1,565	\$ 673
Retirement of variable rate demand bonds with cash collateral	\$ —	\$ 8,900
CASH PAID FOR:		
Interest	\$ 1,419	\$ 2,715
Taxes	\$ 7,268	\$ 4,568

See accompanying notes to consolidated financial statements.

WATTS WATER TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included in Watts Water Technologies, Inc.'s Consolidated Balance Sheet as of April 1, 2007, its Consolidated Statements of Operations for the first quarter ended April 1, 2007 and the first quarter ended April 2, 2006, and its Consolidated Statements of Cash Flows for the first quarter ended April 1, 2007 and the first quarter ended April 2, 2006.

The balance sheet at December 31, 2006 has been derived from the audited financial statements at that date. The accounting policies followed by the Company are described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006. The financial statements included in this report should be read in conjunction with the financial statements and notes included in the Annual Report on Form 10-K for the year ended December 31, 2006. Operating results for the interim period presented are not necessarily indicative of the results to be expected for the year ending December 31, 2007.

The Company operates on a 52-week fiscal year ending on December 31. Any first quarter ended data contained in this Quarterly Report on Form 10-Q reflects the results of operations for the 13-week period ended on the Sunday nearest March 31 of the respective year.

Certain amounts in the first quarter of 2006 have been reclassified to permit comparison with the 2007 presentation. These reclassifications had no effect on reported results of operations or stockholders' equity.

2. Accounting Policies

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.

Goodwill and Long-Lived Assets

The changes in the carrying amount of goodwill by geographic segment from December 31, 2006 to April 1, 2007 are as follows:

	<u>North America</u>	<u>Europe</u> (in thousands)	<u>China</u>	<u>Total</u>
Carrying amount at the beginning of period	\$ 198,863	\$ 147,903	\$ 9,324	\$ 356,090
Goodwill acquired during the period	—	—	—	—
Adjustments to goodwill during the period	(32)	(125)	1,192	1,035
Effect of change in exchange rates used for translation	29	1,024	95	1,148
Carrying amount at end of period	<u>\$ 198,860</u>	<u>\$ 148,802</u>	<u>\$ 10,611</u>	<u>\$ 358,273</u>

Other intangible assets include the following and are presented in "Other Assets: Other, net", in the April 1, 2007 Consolidated Balance Sheet:

	<u>Gross Carrying Amount</u> (in thousands)	<u>Accumulated Amortization</u> (in thousands)
Patents	\$ 13,280	\$ (5,510)
Customer relationships	65,304	(9,250)
Technology	7,513	(1,483)
Other	15,673	(4,558)
Total amortizable intangibles	<u>101,770</u>	<u>(20,801)</u>
Intangible assets not subject to amortization	50,530	—
Total	<u>\$ 152,300</u>	<u>\$ (20,801)</u>

Aggregate amortization expense for amortized intangible assets for the first quarters of 2007 and 2006 was \$2,797,000 and \$1,395,000, respectively. Additionally, future amortization expense on amortizable intangible assets approximates \$7,455,000 for the remainder of 2007, \$9,124,000 for 2008, \$8,836,000 for 2009, \$8,813,000 for 2010 and \$8,374,000 for 2011. 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 11.6 years. Patents, customer relationships, technology and other amortizable intangibles have weighted-average remaining lives of 10.4 years, 9.9 years, 7.0 years and 23.6 years, respectively. Intangible assets not subject to amortization primarily include trademarks and unpatented technology.

Stock-Based Compensation

The Company maintains four stock incentive plans under which key employees and outside directors have been granted outstanding 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 Common Stock on the date of grant, respectively. The Company's current practice is to issue all options at fair market value on the grant date. The Company did not issue any options in the first quarters of 2007 or 2006.

The Company also 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 immediately or over three years. The restricted stock awards are amortized to expense on a straight-line basis over the vesting period. The Company did not grant any restricted stock in the first quarters of 2007 or 2006.

The Company also has a Management Stock Purchase Plan that allows for the purchase of Restricted Stock Units (RSUs) by key employees of up to an aggregate of 2,000,000 shares of Class A Common Stock at 67% of the fair market value on the date of grant. RSUs vest annually over a three-year period from the date of grant. The Company granted 159,869 RSUs and 87,125 RSUs in the first quarters of 2007 and 2006, respectively.

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:

	2007	2006
Expected life (years)	3.0	3.0
Expected stock price volatility	35.3%	25.7%
Expected dividend yield	1.0%	1.5%
Risk-free interest rate	4.8%	4.5%

The above assumptions were used to determine the weighted average grant-date fair value of RSUs of \$16.79 and \$13.60 in 2007 and 2006, respectively.

A more detailed description of each of these stock and stock option plans can be found in Note 13 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2006.

Shipping and Handling

The Company's shipping costs included in selling, general and administrative expense were \$9,462,000 and \$8,525,000 for the first quarters of 2007 and 2006, respectively.

Research and Development

Research and development costs included in selling, general and administrative expense were \$3,877,000 and \$3,172,000 for the first quarters of 2007 and 2006, respectively.

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 statement of operations.

Income Taxes

On January 1, 2007, the Company adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48). The purpose of FIN 48 is to increase the comparability in financial reporting of income taxes. FIN 48 requires that in order for a tax benefit to be recorded in the income statement, the item in question must meet the more-likely-than-not (greater than 50% likelihood of being sustained upon examination by the taxing authorities) threshold. The adoption of FIN 48 did not have a material effect on the Company's financial statements. No cumulative effect was booked through beginning retained earnings.



As of the adoption date, the Company had gross unrecognized tax benefits of approximately \$4,800,000, of which approximately \$4,200,000, if recognized, would affect the effective tax rate. The difference between the amount of unrecognized tax benefits and the amount that would impact the effective tax rate consists of the federal tax benefit of state income tax items. During the first quarter of 2007, the Company reduced its unrecognized tax benefits by approximately \$600,000 for a tax issue in Italy. The Company does not expect further significant changes in the amounts of unrecognized tax benefits within the next twelve months.

The Company is currently under audit by the Internal Revenue Service for the 2003 and 2004 tax years. The expected completion date for this audit is April 2008. Watts 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 2002.

As of January 1, 2007, the Company had approximately \$600,000 of interest related to uncertain tax positions. The Company accounts for interest and penalties related to uncertain tax positions as a component of income tax expense.

New Accounting Standards

In February 2007, the Financial Accounting Standards Board (FASB) issued Financial Accounting Standards Board Statement (FAS) No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – including an Amendment to FAS No. 115," (FAS 159), which permits entities to choose to measure many financial instruments and certain other items at fair value. FAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. Earlier application is encouraged. The Company is currently evaluating the impact of FAS 159 on its consolidated financial statements.

In September 2006, FASB issued FAS No. 157, "Fair Value Measurements," (FAS 157), which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. Earlier application is encouraged provided that the reporting company has not yet issued financial statements for that fiscal year including financial statements for an interim period within that fiscal year. The Company does not expect the adoption of FAS 157 to have a material impact to its consolidated financial statements.

3. Discontinued Operations

In September 1996, the Company divested its Municipal Water Group businesses, which included Henry Pratt, James Jones Company and Edward Barber and Company Ltd. Costs and expenses related to the Municipal Water Group for 2007 and 2006 primarily relate to legal and settlement costs associated with the James Jones Litigation, which is described in Part I, Item 1, "Product Liability, Environmental and Other Litigation Matters" of the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

Condensed operating statements and balance sheets for discontinued operations are summarized below:

	First Quarter Ended	
	April 1, 2007	April 2, 2006
	(in thousands)	
Cost and expenses- Municipal Water Group	\$ (90)	\$ (200)
Loss before income taxes	(90)	(200)
Income tax benefit	35	76
Loss from discontinued operations, net of taxes	\$ (55)	\$ (124)
	December 31,	
	April 1, 2007	2006
	(in thousands)	
Prepaid expenses and other assets	\$ 365	\$ 328
Deferred income taxes	9,737	9,751
Assets of discontinued operations	\$ 10,102	\$ 10,079
Accrued expenses and other liabilities	27,821	27,852
Liabilities of discontinued operations	\$ 27,821	\$ 27,852

The assets and liabilities at April 1, 2007 and December 31, 2006 primarily relate to the reserves for the James Jones Litigation.

4. Derivative Instruments

The Company uses foreign currency forward exchange contracts as an economic hedge to reduce the impact of currency fluctuations on certain anticipated intercompany purchase transactions that are expected to occur during the next twelve months and certain other foreign currency transactions. Realized and unrealized gains and losses on the contracts are recognized in other income/expense.



These contracts do not subject the Company to significant market risk from exchange movement because they offset gains and losses on the related foreign currency denominated transactions. At April 1, 2007 and April 2, 2006, the fair values of the contracts were a loss of approximately \$135,000 and a gain of approximately \$63,000, respectively.

The Company occasionally uses commodity futures contracts to fix the price on a certain portion of certain raw materials used in the manufacturing process. At April 1, 2007 and April 2, 2006, the Company had no commodity contracts.

5. Restructuring and Other Charges

For the first quarter of 2007, the Company recorded charges of \$95,000 in costs of goods sold and \$200,000 in restructuring and other charges for accelerated depreciation related to the Company's relocation and restructuring plan for its 60% owned Chinese joint venture. The Company also recognized income of \$89,000 in minority interest representing the 40% liability of its Chinese joint venture partner in the restructuring plan. For the first quarter of 2006, the Company recorded charges of \$235,000 to restructuring and other charges primarily for severance costs related to the Company's European restructuring plans. In the first quarter of 2007, the Company paid approximately \$2,000,000 of previously accrued severance costs. At April 1, 2007, the remaining restructuring liability approximated \$2,200,000.

6. Earnings per Share

The following tables set forth the reconciliation of the calculation of earnings per share:

	For the First Quarter Ended April 1, 2007		
	Income	Shares	Per Share
	(Numerator)	(Denominator)	Amount
	(amounts in thousands, except share and per share amounts)		
Basic EPS			
Income from continuing operations	\$ 20,047	38,570,613	\$.52
Loss from discontinued operations	(55)		—
Net income	<u>\$ 19,992</u>		<u>\$.52</u>
Effect of dilutive securities			
Common stock equivalents		<u>410,021</u>	
Diluted EPS			
Income from continuing operations	\$ 20,047		\$.51
Loss from discontinued operations	(55)		—
Net income	<u>\$ 19,992</u>	<u>38,980,634</u>	<u>\$.51</u>
	For the First Quarter Ended April 2, 2006		
	Income	Shares	Per Share
	(Numerator)	(Denominator)	Amount
	(amounts in thousands, except share and per share amounts)		
Basic EPS			
Income from continuing operations	\$ 15,087	32,591,295	\$.46
Loss from discontinued operations	(124)		—
Net income	<u>\$ 14,963</u>		<u>\$.46</u>
Effect of dilutive securities			
Common stock equivalents		<u>231,770</u>	
Diluted EPS			
Income from continuing operations	\$ 15,087		\$.46
Loss from discontinued operations	(124)		—
Net income	<u>\$ 14,963</u>	<u>32,823,065</u>	<u>\$.46</u>

7. Segment Information

Under the criteria set forth in Financial Accounting Standards Board Statement No.131 "Disclosure about Segments of an Enterprise and Related Information", the Company operates in three geographic segments: North America, Europe, and China. Each of these segments is managed separately and has separate financial results that are reviewed by the Company's chief operating decision-maker. All intercompany sales transactions have been eliminated. Sales by region are based upon location of the entity recording the sale. The accounting policies for each segment are the same as those described in the summary of significant accounting policies.

The following is a summary of the Company's significant accounts and balances by segment, reconciled to the consolidated totals:

	North America	Europe	China (in thousands)	Corporate (*)	Consolidated
As of and for the quarter ended April 1, 2007					
Net sales	\$ 218,325	\$ 115,545	\$ 12,222	\$ —	\$ 346,092
Operating income (loss)	21,199	14,410	2,049	(7,291)	30,367
Identifiable assets	1,042,781	526,006	124,848	—	1,693,635
Long-lived assets	99,051	78,492	28,028	—	205,571
Intangibles	74,645	46,990	9,864	—	131,499
Capital expenditures	2,940	2,604	690	—	6,234
Depreciation and amortization	4,372	4,506	1,494	—	10,372
As of and for the quarter ended April 2, 2006					
Net sales	\$ 196,566	\$ 72,259	\$ 6,125	\$ —	\$ 274,950
Operating income (loss)	22,402	9,570	1,015	(6,455)	26,532
Identifiable assets	734,388	314,758	82,750	—	1,131,896
Long-lived assets	102,054	48,259	26,136	—	176,449
Intangibles	78,888	13,020	2,856	—	94,764
Capital expenditures	3,388	3,181	532	—	7,101
Depreciation and amortization	4,429	2,069	1,000	—	7,498

*Corporate expenses are primarily for compensation expense, Sarbanes-Oxley compliance, professional fees, including legal and audit expenses, shareholder services and benefit administration costs. These costs are not allocated to the geographic segments as they are viewed as corporate functions that support all segments.

The above operating segments are presented on a basis consistent with the presentation included in the Company's December 31, 2006 financial statements included in its Annual Report on Form 10-K.

The North American segment consists of U.S. net sales of \$204,072,000 and \$182,906,000 for the first quarters of 2007 and 2006, respectively. The North American segment also consists of U.S. long-lived assets of \$92,531,000 and \$95,269,000 at April 1, 2007 and April 2, 2006, respectively.

Intersegment sales for the quarter ended April 1, 2007 for North America, Europe and China were \$2,043,000, \$1,293,000 and \$22,020,000, respectively. Intersegment sales for the quarter ended April 2, 2006 for North America, Europe and China were \$1,420,000, \$557,000 and \$14,226,000, respectively.

8. Accumulated Other Comprehensive Income (Loss)

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

	Foreign Currency Translation and Other	Pension Adjustment (in thousands)	Accumulated Other Comprehensive Income (Loss)
Balance December 31, 2006	\$ 38,096	\$ (12,746)	\$ 25,350
Change in period	3,216	1,482	4,698
Balance April 1, 2007	\$ 41,312	\$ (11,264)	\$ 30,048
Balance December 31, 2005	\$ 13,090	\$ (7,827)	\$ 5,263
Change in period	4,611	—	4,611
Balance April 2, 2006	\$ 17,701	\$ (7,827)	\$ 9,874

Accumulated other comprehensive income (loss) in the consolidated balance sheets as of April 1, 2007 and April 2, 2006 consists primarily of cumulative translation adjustments and unrecognized pension related prior service costs and net actuarial loss. The Company's total comprehensive income was as follows:

	First Quarter Ended	
	April 1, 2007	April 2, 2006
	(in thousands)	
Net income	\$ 19,992	\$ 14,963
Foreign currency translation adjustments and other	3,216	4,611
Total comprehensive income	<u>\$ 23,208</u>	<u>\$ 19,574</u>



9. Debt

On April 27, 2006, the Company completed a private placement of \$225,000,000 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 million by paying the principal amount plus a make-whole amount, which is dependent upon the yield of respective U.S. Treasury Securities. The Company used the net proceeds from the private placement to repay \$147,000,000 outstanding under its revolving credit facility. The balance of the net proceeds will be used to finance future acquisitions and for general corporate purposes. As of April 1, 2007, 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. Additionally, the Company amended its 2003 Note Purchase Agreement to reflect the existence of the subsidiary guarantors and to substantially conform certain provisions of the 2003 Note Purchase Agreement to the 2006 Note Purchase Agreement.

On April 27, 2006, the Company amended and restated its unsecured revolving credit facility with a syndicate of banks (as amended, the revolving credit facility). The revolving credit facility provides for multi-currency unsecured borrowings and stand-by letters of credit of up to \$350,000,000 and expires in April 2011. Borrowings outstanding under the revolving credit facility bear interest at a fluctuating rate per annum equal to an applicable percentage equal to (i) in the case of Eurocurrency rate loans, the British Bankers Association LIBOR rate plus an applicable percentage of 0.60%, which is determined by reference to the Company's consolidated leverage ratio and debt rating, or (ii) in the case of base rate loans and swing line loans, the higher of (a) the federal funds rate plus 0.5% and (b) the rate of interest in effect for such day as announced by Bank of America, N.A. as its "prime rate." For first three months of 2007, the average interest rate under the revolving credit facility for euro-based borrowings was approximately 4.2%. The revolving credit facility includes operational and financial covenants customary for facilities of this type, including, among others, restrictions on additional indebtedness, liens and investments and maintenance of certain leverage ratios. As of April 1, 2007, the Company was in compliance with all covenants related to the revolving credit facility; had \$212,890,000 of unused and potentially available credit under the revolving credit facility; had no U.S dollar denominated debt and \$103,354,000 of euro-based borrowings outstanding on its revolving credit facility; and had \$33,756,000 for stand-by letters of credit outstanding on its revolving credit facility.

Effective July 1, 2005, the Company entered into a three-year interest rate swap with a counter party for a notional amount of €25,000,000, which was outstanding under the revolving credit facility. The Company swapped three-month EURIBOR plus 0.6% for a fixed rate of 3.02%. At April 2, 2006, the fair value of the swap was approximately \$680,000. The swap was terminated on October 3, 2006.

On December 28, 2005, the date of closing of the Dormont Manufacturing Company (Dormont) acquisition, Dormont had long-term debt outstanding of \$8,900,000 in the form of two series of taxable variable rate demand bonds (1998 Series with \$1,500,000 outstanding and the 2000 Series with \$7,400,000 outstanding) which, due to the provisions of the trust agreements, could only be redeemed at dates subsequent to the closing. Each of these bonds was secured by a letter of credit from a bank, which maintained a security interest in the assets of Dormont. As a condition of the purchase and to gain the bank's consent to the sale of Dormont to the Company, Dormont's former owners were required to establish a cash collateral account for the bonds in an amount equal to the potential obligation of Dormont to the bank under the letter of credit reimbursement agreements. The entire obligation under the bonds approximated \$9,096,000, which represented the \$8,900,000 in bond principal plus interest and related fees. At closing, a portion of the Dormont purchase price was placed in a cash collateral account as a guarantee of payment. The Company recorded this escrow deposit in prepaid expenses and other assets at December 31, 2005. The 1998 series bonds were repaid in full on January 17, 2006 and the 2000 series bonds were repaid in full on February 1, 2006 by the former owners using the cash collateral account.

10. Contingencies and Environmental Remediation

As disclosed in Part I, Item 1, "Product Liability, Environmental and Other Litigation Matters" of the Company's Annual Report on Form 10-K for the year ended December 31, 2006, the Company is a party to litigation described as the James Jones Litigation and is also engaged in certain environmental remediation. There have been no material developments with respect to the Company's contingencies and environmental remediation proceedings during the quarter ended April 1, 2007.

11. Employee Benefit Plans

The Company sponsors funded and unfunded defined benefit pension plans covering 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.

In September 2006, the FASB issued FAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106 and 132(R)" (FAS 158). This statement requires balance sheet recognition of the overfunded or underfunded status of pension and postretirement benefit plans. In addition, the measurement date (the date of which plan assets and the benefit obligations are measured) is required to be the company's fiscal year end. Except for the

measurement date provisions, which are not effective until fiscal years ending after December 15, 2008, the provisions of FAS 158 were effective for fiscal years ending after December 15, 2006 and, as such, were adopted during 2006.

The Company has early-adopted the measurement date provisions of FAS 158 effective January 1, 2007. The Company's pension plans previously used a September 30 measurement date. All plans are now measured as of December 31, consistent with the Company's fiscal year end. The non-cash effect of the adoption of the measurement date provisions of FAS 158 increased stockholder's equity by approximately \$100,000 and decreased long-term liabilities by approximately \$129,000. There was no effect on the Company's results of operations.

The components of net periodic benefit cost are as follows:

	First Quarter Ended	
	April 1, 2007	April 2, 2006
	(in thousands)	
Service cost—benefits earned	\$ 945	\$ 887
Interest costs on benefits obligation	1,068	945
Expected return on assets	(1,071)	(875)
Prior service cost amortization	50	71
Net actuarial loss amortization	231	303
Net periodic benefit cost	<u>\$ 1,223</u>	<u>\$ 1,331</u>

The information related to the Company's pension funds cash flow is as follows:

	First Quarter Ended	
	April 1, 2007	April 2, 2006
	(in thousands)	
Employer contributions	\$ 44	\$ 3,130

12. Subsequent Event

The Company held its Annual Meeting of Stockholders on May 2, 2007. At the annual meeting, the stockholders of the Company approved an amendment to the Company's Management Stock Purchase Plan, as amended and restated, to increase the number of shares of Class A Common Stock available for issuance thereunder from 1,000,000 shares to 2,000,000 shares.

Item 2. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

Overview

The following discussion and analysis are provided to increase understanding of, and should be read in conjunction with, the accompanying unaudited consolidated financial statements and notes. In this quarterly report on Form 10-Q, references to "the Company," "Watts," "we," "us" or "our" refer to Watts Water Technologies, Inc. and its consolidated subsidiaries.

We operate on a 52-week fiscal year ending on December 31. Any first quarter ended data contained in this Quarterly Report on Form 10-Q reflects the results of operations for the 13-week period ended on the Sunday nearest March 31 of the respective year.

We are a leading supplier of products for use in the water quality, water safety, water flow control and water conservation markets in North America and Europe, with an emerging presence in China. For over 130 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:

- backflow preventers for preventing contamination of potable water caused by reverse flow within water supply lines and fire protection systems;
- a wide range of water pressure regulators for both commercial and residential applications;
- water supply and drainage products for commercial and residential applications;
- temperature and pressure relief valves for water heaters, boilers and associated systems;
- point-of-use water filtration and reverse osmosis systems for both commercial and residential applications;
- 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 solar and heat pump control packages;
- flexible stainless steel connectors for natural and liquid propane gas in commercial food service and residential applications; and
- large diameter butterfly valves for use in China's water infrastructure.

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). Interest rates have an indirect effect on the demand for our products due to the effect such rates have on the number of new residential and commercial construction starts and remodeling projects. All three of these activities have an impact on our levels of sales and earnings. An additional factor that has had an effect on our sales is fluctuation in foreign currencies, as a portion of our sales and certain portions of our costs, assets and liabilities are denominated in currencies other than the U.S. dollar.

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 new complementary markets, regulatory requirements relating to the quality and conservation of water, increased demand for clean water and continued enforcement of plumbing and building codes and a healthy economic environment. We have completed thirty 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 safety, water conservation, 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 residential and commercial 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. We believe there is an increasing demand among consumers for products to ensure water quality, which creates growth opportunities for our products.

We require substantial amounts of raw materials to produce our products, including bronze, brass, cast iron, steel and plastic, and substantially all of the raw materials we require are purchased from outside sources. We have experienced increases in the costs of certain raw materials, particularly copper and nickel. Bronze and brass are copper-based alloys. Nickel is a significant commodity



used to make stainless steel. The spot price of copper and nickel has increased approximately 23% and 197%, respectively, from April 2, 2006 to April 1, 2007. The spot price of copper and nickel has increased approximately 7% and 33%, respectively, from December 31, 2006 to April 1, 2007.

A risk we face is our ability to deal effectively with increases in raw material costs. 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, implementing cost reduction programs and passing increases in costs to our customers, to the maximum extent possible, when they occur. Additionally from time to time we use commodity futures contracts on a limited basis to manage this risk. We are not able to predict whether or for how long these cost increases will continue. If these cost increases continue 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.

Another risk we face in all areas of our business is competition. We consider brand preference, engineering specifications, code requirements, price, technological expertise, delivery times and breadth of product offerings to be the primary competitive factors. As mentioned previously, 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. We are committed to maintaining our capital equipment at a level consistent with current technologies, and thus we expect to spend approximately \$38,000,000 in 2007. We are committed to expanding our manufacturing capacity in lower cost countries such as China, Tunisia and Bulgaria. Manufacturing plant relocations and consolidations are an important part of our ongoing commitment to reduce production costs.

Acquisitions

On August 14, 2006, we acquired 100% of the outstanding stock of Black Teknigas, Limited (Teknigas) located in St. Neots, United Kingdom for approximately \$8,700,000, which is net of cash acquired of approximately \$300,000. The allocations for goodwill and intangible assets are approximately \$3,585,000 and \$4,493,000, respectively. The amount recorded as intangible assets is primarily for technology and customer relationships that have estimated useful lives ranging from 6 to 9 years and trade names with indefinite lives. Teknigas designs, develops and manufactures a range of gas control products and systems for combustion, industrial, medical, laboratory and specialty gas.

On June 7, 2006, we acquired 100% of the outstanding stock of Kim Olofsson Safe Corporation AB (KimSafe) located in Almhult, Sweden for approximately \$5,800,000, which is net of cash acquired of approximately \$2,900,000. The allocations for goodwill and intangible assets are approximately \$887,000 and \$4,436,000, respectively. The amount recorded as intangible assets is primarily for customer relationships that have estimated useful lives of 5 years and trade names with indefinite lives. KimSafe manufactures electronic controls for heat pump, solar and pellet heaters, which provide the ability to heat water using renewable energy.

On June 2, 2006, we acquired the assets and business of Calflex Manufacturing, Inc. (Calflex) located in Vernon, California and the stock of Ningbo Best Metal & Plastic Manufacturing, Ltd (Ningbo) located in Ningbo, China for an aggregate of approximately \$6,600,000. The allocation for intangible assets is approximately \$2,389,000. The amount recorded as intangible assets is primarily for customer relationships that have estimated useful lives of 12 years and trade names with indefinite lives. Calflex and Ningbo distribute and manufacture water connectors.

On May 19, 2006, we acquired 100% of the outstanding stock of ATS Expansion Group (ATS) located in Sorgues, Grenoble and Hautvillers, France for approximately \$62,100,000, which is net of cash acquired of approximately \$5,600,000 plus assumed debt of approximately \$14,100,000. The preliminary allocations for goodwill and intangible assets are approximately \$32,690,000 and \$26,520,000, respectively. The amount recorded as intangible assets is primarily for customer relationships with estimated useful lives of 6 years, patents with estimated useful lives from 6 to 12 years and trade names with indefinite lives. ATS' products include a broad range of fittings, valves and manifolds for water, gas and heating applications and stainless steel flexible hoses. The purchase price allocation for ATS is preliminary pending the final determination of fair values of intangible assets and certain assumed assets and liabilities.

On April 26, 2006, we acquired the assets and business of Changsha Valve Works (Changsha) located in Changsha, China for approximately \$9,200,000, of which approximately \$226,000 remains to be paid subject to certain conditions being met. The preliminary allocations for goodwill and intangible assets are approximately \$4,599,000 and \$3,655,000, respectively. The amount recorded as intangible assets is primarily for non-compete agreements that have estimated useful lives of 10 years and customer order backlog with an estimated useful life of 1 year. Changsha is a leading manufacturer of large diameter hydraulic-actuated butterfly valves for thermo-power and hydro-power plants, water distribution projects and water works projects in China. The purchase price allocation for Changsha is preliminary pending the final determination of fair values of certain assumed assets and liabilities.

On April 5, 2006, we completed the planned increase of our ownership in Watts Stern Rubinetti, S.r.l. (Stern) from 8 5% to 100%. The price paid for this additional 15% interest was approximately \$387,000.

Results of Operations

First Quarter Ended April 1, 2007 Compared to First Quarter Ended April 2, 2006

Net Sales. Our business is reported in three geographic segments: North America, Europe and China. Our net sales in each of these segments for each of the first quarters of 2007 and 2006 were as follows:

	First Quarter Ended April 1, 2007		First Quarter Ended April 2, 2006		Change	% Change to Consolidated Net Sales
	Net Sales	% Sales	Net Sales	% Sales		
North America	\$ 218,325	63.1%	\$ 196,566	71.5%	\$ 21,759	7.9%
Europe	115,545	33.4	72,259	26.3	43,286	15.8
China	12,222	3.5	6,125	2.2	6,097	2.2
Total	<u>\$ 346,092</u>	<u>100%</u>	<u>\$ 274,950</u>	<u>100%</u>	<u>\$ 71,142</u>	<u>25.9%</u>

The increase in net sales is 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
Internal growth	\$ 20,210	\$ 12,878	\$ 2,301	\$ 35,389	7.3%	4.7%	.8%	12.8%
Foreign exchange	(112)	7,663	324	7,875	—	2.8	.1	2.9
Acquisitions	1,661	22,745	3,472	27,878	.6	8.3	1.3	10.2
Total	<u>\$ 21,759</u>	<u>\$ 43,286</u>	<u>\$ 6,097</u>	<u>\$ 71,142</u>	<u>7.9%</u>	<u>15.8%</u>	<u>2.2%</u>	<u>25.9%</u>

The internal growth in net sales in North America was primarily due to increased sales prices and increased unit sales in certain product lines into the wholesale market. Our wholesale market in the first quarter of 2007, excluding the sales from the acquisition of Calflex, grew by 12.8% compared to the first quarter of 2006. This was primarily due to increased sales of our backflow and relief valves. Our sales into the North American DIY market in the first quarter of 2007 increased by 2.2% compared to the first quarter of 2006 primarily due to increased prices in certain product lines partially offset by softness in the residential markets.

The decrease in net sales due to foreign exchange in North America was due to the Canadian dollar depreciating against the U.S. dollar. We cannot predict whether the Canadian dollar will continue to 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.

The acquired growth in net sales in North America was due to the inclusion of net sales of Calflex acquired on June 2, 2006.

The internal sales growth in Europe was broad-based, especially in the German OEM markets. This is primarily due to price increases and increased unit shipments of under-floor radiant heating and solar product lines. Our sales into the wholesale and OEM markets in the first quarter of 2007, excluding the sales from the acquisitions of ATS, Kimsafe and Teknigas, grew by 13.2% and 23.2%, respectively, compared to the first quarter of 2006.

The increase in net sales due to foreign exchange in Europe was primarily due to the appreciation of the euro against the U.S. dollar. We cannot predict whether the euro will continue to appreciate 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.

The acquired growth in net sales in Europe was due to the inclusion of the net sales of ATS, acquired on May 19, 2006, Kimsafe, acquired on June 7, 2006, and Teknigas, acquired on August 14, 2006.

The internal sales growth in China was primarily due to increased export sales to Europe and increased sales into the domestic Chinese markets.

The increase in net sales due to foreign exchange in China was primarily due to the appreciation of the yuan against the U.S. dollar. We cannot predict whether the yuan will continue to appreciate 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.

The acquired growth in net sales in China was due to the inclusion of the net sales of Changsha, acquired on April 26, 2006, and Ningbo, acquired on June 2, 2006.

Gross Profit. Gross profit and gross profit as a percent of net sales (gross margin) for the first quarters of 2007 and 2006 were as follows:

	First Quarter Ended		Point Change
	April 1, 2007	April 2, 2006	
	(dollars in thousands)		
Gross profit	\$ 114,666	\$ 95,818	
Gross margin	33.1%	34.8%	(1.7)%

Gross margin decreased in the first quarter of 2007 compared to first quarter of 2006 primarily due to increased material costs. The North American margin was particularly affected by cost increases for copper-contained materials and for stainless steel products, which exceeded realized sales price increases. The European segment experienced reductions in gross margin primarily due to increased material costs, which were partially offset by price increases and better overhead absorption through higher production. Our China segment increased its gross margin primarily due to the higher gross margin realized with the acquisition of Changsha, increased production levels and cost reductions.

In the first quarter of 2007, we recorded a charge of \$95,000 to cost of goods sold primarily for accelerated depreciation related to the relocation and restructuring plan for our 60% owned Chinese joint venture. We did not record any costs in the first quarter of 2006.

Selling, General and Administrative Expenses. Selling, General and Administrative, or SG&A expenses, for the first quarter of 2007 increased \$15,048,000, or 21.8%, compared to the first quarter of 2006. The increase in SG&A expenses was attributable to the following:

	(in thousands)	% Change
Internal growth	\$ 7,076	10.2%
Foreign exchange	1,501	2.2
Acquisitions	6,471	9.4
Total	\$ 15,048	21.8%

The internal increase in SG&A expenses was primarily due to increased variable selling expenses due to increased sales volumes, increased product liability costs and increased stock-based compensation costs. The increase in SG&A expenses from foreign exchange was primarily due to the appreciation of the euro against the U.S. dollar. The increase in SG&A expenses from acquisitions was due to the inclusion of Changsha, ATS, Calflex, Ningbo, Kimsafe and Teknigas. Total SG&A expenses, as a percentage of sales, was 24.3% in the first quarter of 2007 compared to 25.1% in the first quarter of 2006.

Restructuring and Other Charges. Restructuring and other charges for the first quarter of 2007 decreased \$35,000 from last year's comparable quarter. In the first quarter of 2007, we recorded \$200,000 of accelerated depreciation related to the relocation and restructuring plan for our 60% owned Chinese joint venture. In the first quarter 2006, we recorded a charge of \$235,000 primarily for severance costs related to our European restructuring plans.

Operating Income. Operating income by geographic segment for the first quarters of 2007 and 2006 was as follows:

	First Quarter Ended			% Change to Consolidated Operating Income
	April 1, 2007	April 2, 2006	Change (dollars in thousands)	
North America	\$ 21,199	\$ 22,402	\$ (1,203)	(4.5)%
Europe	14,410	9,570	4,840	18.2
China	2,049	1,015	1,034	3.9
Corporate	(7,291)	(6,455)	(836)	(3.1)
Total	\$ 30,367	\$ 26,532	\$ 3,835	14.5%

The increase (decrease) in operating income is attributable to the following:

	Change As a % of Segment Operating Income					Change As a % of Consolidated Operating Income			
	North America	Europe	China	Corp.	Total	North America	Europe	China	Corp.
	(dollars in thousands)								
Internal growth	\$ (920)	\$ 1,142	\$ 690	\$ (836)	\$ 76	(3.5)%	4.3%	2.6%	(3.1)%
Foreign exchange	(15)	1,002	56	—	1,043	—	3.7	.2	—
Acquisitions	(268)	2,461	583	—	2,776	(1.0)	9.3	2.2	—
Restructuring	—	235	(295)	—	(60)	—	.9	(1.1)	—
Total	\$ (1,203)	\$ 4,840	\$ 1,034	\$ (836)	\$ 3,835	(4.5)%	18.2%	3.9%	(3.1)%

The decrease in internal operating income in North America was primarily due to increased material costs. The acquired decrease is due to the inclusion of operating results from Calflex.

Europe's internal growth in operating income is due to better overhead absorption and by our ability to leverage SG&A expenses, partially offset by increased material costs and sales of lower margin products in both the wholesale and OEM markets. In the first quarter of 2007, we did not record any costs associated with our manufacturing restructuring plan compared to \$235,000 for the same period in 2006. The increase in operating income from foreign exchange was primarily due to the appreciation of the euro against the U.S. dollar. We cannot predict whether the euro will continue to appreciate 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. The acquired growth in Europe is due to the inclusion of the operating income from ATS, Kimsafe and Teknigas.

The increase in internal growth in China was primarily attributable to improved manufacturing efficiencies and cost reductions associated with our wholly owned manufacturing plant in Tianjin, partially offset by increased SG&A expense. The acquired growth in China was due to the inclusion of the operating income of Changsha and Ningbo. In the first quarter of 2007, we recorded \$295,000 of accelerated depreciation associated with our manufacturing restructuring plan in China. We anticipate recording an additional \$1,800,000 in accelerated depreciation and severance costs for the remainder of 2007.

The decrease in internal operating income in Corporate of \$836,000 was primarily attributable to increased stock-based compensation costs.

Interest Income. Interest income increased \$3,194,000, or 764.1%, in the first quarter of 2007 compared to the first quarter of 2006, primarily due to the investment of the residual proceeds from the \$225,000,000 private placement in April 2006 and the net proceeds of approximately \$219,000,000 from the public offering of 5,750,000 shares of our class A common stock in November 2006.

Interest Expense. Interest expense increased \$2,115,000, or 50.5%, for the first quarter of 2007 compared to the first quarter of 2006, primarily due to our April 27, 2006 issuance of \$225,000,000 5.85% senior notes due in 2016 and increased debt levels for acquisitions along with increases in the average variable rates charged on the revolving credit facility.

Other (Income) Expense. Other (income) expense increased \$1,121,000 for the first quarter of 2007 compared to the first quarter of 2006, primarily due to currency movements. Foreign currency losses were recorded in Europe, Canada and China in 2007, whereas foreign currency gains were recorded in 2006.

Income Taxes. Our effective tax rate for continuing operations decreased to 26.4% in the first quarter of 2007 from 34.6% in the first quarter of 2006. The decrease is primarily due to a tax refund of \$1,910,000 in Italy due to recent changes in Italian tax laws. Additionally, there was a shift in income mix to Europe and China that have lower effective tax rates than our overall rate.

Income From Continuing Operations. Income from continuing operations for the first quarter of 2007 increased \$4,960,000, or 32.9%, to \$20,047,000, or \$0.51 per common share, from \$15,087,000, or \$0.46 per common share, for the first quarter of 2006, in each case, on a diluted basis. Income from continuing operations for the first quarter of 2007 includes a tax refund of \$1,910,000, or \$0.05 per common share. Income from continuing operations for the first quarters of 2007 and 2006 included costs, net of tax, from our restructuring plan of \$135,000, or \$0.00 per common share, and costs of \$149,000, or \$0.00 per common share, respectively. The appreciation of the euro and Chinese yuan against the U.S. dollar resulted in a positive impact on income from continuing operations of \$0.02 per common share for the first quarter of 2007 compared to the comparable period last year. We cannot predict whether the euro, Canadian dollar or 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.

Additionally, in November 2006, the Company completed a public offering of 5,750,000 shares of Class A common stock and received net proceeds of approximately \$219,000,000. The net proceeds provided approximately \$1,800,000 in after-tax income in the first quarter of 2007. The additional 5,750,000 shares had a dilutive impact of \$0.04 per share in the first quarter of 2007, after considering the interest income from the net proceeds.

Loss From Discontinued Operations. We recorded a charge, net of tax, to discontinued operations for the first quarters of 2007 and 2006 of \$55,000, or \$0.00 per common share, and \$124,000, or \$0.00 per common share, respectively, in each case, on a diluted basis. These charges were primarily attributable to legal fees associated with the James Jones litigation, as described in Part I, Item 1. "Business-Product Liability, Environmental and Other Litigation Matters" in our Annual Report on Form 10-K for the year ended December 31, 2006."

Liquidity and Capital Resources

We used \$13,527,000 of cash from continuing operations for the first three months of 2007. We experienced an increase in accounts receivable in North America and Europe. The increase in accounts receivable was primarily due to increased sales volume and increased selling prices. We also experienced increases in inventory in Europe and China. The increases were primarily due to increased raw material costs, planned increases in European safety stocks and seasonality.

We used \$18,212,000 of net cash for investing activities for the first three months of 2007. We invested \$7,500,000 in investment grade auction rate securities. We paid \$4,231,000 for additional acquisition costs related to prior years acquisitions. We invested \$6,234,000 in capital equipment. For the remainder of fiscal year 2007, we expect to invest approximately \$31,800,000 for manufacturing machinery and equipment as part of our ongoing commitment to improve our manufacturing capabilities.

We generated \$7,684,000 of net cash from financing activities for the first three months of 2007. This was primarily due to increased borrowings under our line of credit for use in Europe and tax benefits from the exercise of stock awards, partially offset by payments of debt and dividend payments.

In April 2006, we amended our revolving credit facility with a syndicate of banks to provide for multi-currency unsecured borrowings and stand-by letters of credit of up to \$350,000,000 and to extend the maturity date through April 2011. The original facility provided \$300,000,000 in borrowings and would have expired in September 2009. The revolving credit facility is being used to support our acquisition program, working capital requirements and for general corporate purposes.

Outstanding indebtedness under the revolving credit facility bears interest at a rate determined by the type of loan plus an applicable margin determined by our debt rating, depending on the applicable base rate and our bond rating. For the first three months of 2007 the average interest rate under the revolving credit facility for euro-based borrowings was approximately 4.2%. There were no U.S. dollar borrowings at April 1, 2007. The revolving credit facility includes operational and financial covenants customary for facilities of this type, including, among others, restrictions on additional indebtedness, liens and investments and maintenance of certain leverage ratios. As of April 1, 2007, we were in compliance with all covenants related to the revolving credit facility, had \$212,890,000 of unused and potentially available credit under the revolving credit facility and had \$103,354,000 of euro-based borrowings outstanding and \$33,756,000 for stand-by letters of credit outstanding on our revolving credit facility.

We used \$109,000 of net cash by operations from discontinued operations. During the first three months of 2007, we paid approximately \$58,000 for defense costs and approximately \$86,000 for other legal costs we incurred in the James Jones Litigation.

Working capital (defined as current assets less current liabilities) as of April 1, 2007 was \$694,997,000 compared to \$653,024,000 as of December 31, 2006. This increase was primarily due to increases in accounts receivable, inventory and investment securities. Cash and cash equivalents decreased to \$319,833,000 as of April 1, 2007 compared to \$342,979,000 as of December 31, 2006 primarily due to cash used to fund operations. The ratio of current assets to current liabilities was 3.4 to 1 as of April 1, 2007 compared to 3.2 to 1 as of December 31, 2006.

We anticipate that available funds from current operations, existing cash and other sources of liquidity will be sufficient to meet current operating requirements and anticipated capital expenditures for at least the next 12 months. However, we may have to consider external sources of financing for any large future acquisitions.

Our contractual obligations as of April 1, 2007 are presented in the following table:

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 year	1-3 years (in thousands)	3-5 years	More than 5 years
Long-term debt obligations, including current maturities (a)	\$ 461,577	\$ 7,614	\$ 413	\$ 153,550	\$ 300,000
Operating lease obligations	22,836	4,634	10,300	4,566	3,336
Capital lease obligations (a)	15,070	1,095	2,896	1,941	9,138
Pension contributions	13,659	3,737	1,963	209	7,750
Interest (b)	183,042	24,518	49,137	42,410	66,977
Other (c)	22,324	17,773	2,155	1,419	977
Total	<u>\$ 718,508</u>	<u>\$ 59,371</u>	<u>\$ 66,864</u>	<u>\$ 204,095</u>	<u>\$ 388,178</u>

(a) as recognized in the consolidated balance sheet

(b) assumes the balance on the revolving credit facility remains at \$103,354,000 and the interest rate remains at approximately 4.3% for the presented periods

(c) includes commodity, capital expenditure commitments and other benefits at April 1, 2007

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 \$49,220,000 as of April 1, 2007 and \$49,637,000 as of December 31, 2006. 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 accounting policies or significant changes in accounting estimates during the first three months of 2007.

We periodically discuss the development, selection and disclosure of the estimates with the 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) collectibility 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 customer programs as an adjustment to net sales.

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 their 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. In addition, for waterworks customers, whose payment terms are generally extended, we reserve the majority of accounts receivable in excess of one year from the invoice date.

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 generally determined 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

Goodwill and intangible assets with indefinite lives are tested annually for impairment in accordance with the provisions of Financial Accounting Standards Board Statement No. 142 "Goodwill and Other Intangible Assets" (FAS 142). We use judgment in assessing whether assets may have become impaired between annual impairment tests. We concluded that no impairment existed at October 29, 2006, the time of our latest annual review. We perform our annual test for indicators of goodwill and non-amortizable intangible assets impairment in the fourth quarter of our fiscal year or sooner if indicators of impairment exist.

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 estimates and judgments regarding expectations of the success and life cycle of products and technology acquired.



Since the adoption of FAS 142 our valuations have been greater than the carrying value of our goodwill and intangibles. While we believe that our estimates of future cash flows are reasonable, different assumptions regarding such factors as future sales volume, selling price changes, material cost changes, cost savings programs and capital expenditures could significantly affect our valuations. Other changes that may affect our valuations include, but are not limited to product acceptances and regulatory approval. If actual product acceptance differs significantly from the estimates, we may be required to record an impairment charge to write down the assets to their realizable value. A severe decline in market value could result in an unexpected impairment charge to goodwill, which could have a material impact on the results of operations and financial position.

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. 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.

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 further in Part I, Item 1, "Product Liability, Environmental and Other Litigation Matters" of our Annual Report on Form 10-K for the year ended December 31, 2006. As required by Financial Accounting Standards Board Statement No. 5 "Accounting for Contingencies" (FAS 5), 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 settlement 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 Financial Accounting Standards Board Statement No. 87 "Employers Accounting for Pensions" (FAS 87) and Financial Accounting Standards Board Statement No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R)," (FAS 158). In applying FAS 87 and FAS 158, 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.

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 in accordance with the rules of Financial Accounting Standards Board Statement No. 109 “Accounting for Income Taxes” (FAS 109). Under FAS 109, 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.

On January 1, 2007 we adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, “Accounting for Uncertainty in Income Taxes” (FIN 48). The purpose of FIN 48 is to increase the comparability in financial reporting of income taxes. FIN 48 requires that in order for a tax benefit to be recorded in the income statement, the item in question must meet the more-likely-than-not (greater than 50% likelihood of being sustained upon examination by the taxing authorities) threshold. The adoption of FIN 48 did not have a material effect on our financial statements. No cumulative effect was booked through beginning retained earnings.

As of the adoption date, we had gross unrecognized tax benefits of approximately \$4,800,000, of which approximately \$4,200,000, if recognized, would affect the effective tax rate. The difference between the amount of unrecognized tax benefits and the amount that would impact the effective tax rate consists of the federal tax benefit of state income tax items. During the first quarter of 2007, we reduced our unrecognized tax benefits by approximately \$600,000 for a tax issue in Italy. We do not expect further significant changes in the amounts of unrecognized tax benefits within the next twelve months.

We are currently under audit by the Internal Revenue Service for the 2003 and 2004 tax years. The expected completion date for this audit is April 2008. Watts conducts business in a variety of locations throughout the world resulting in tax filings in numerous domestic and foreign jurisdictions. We are subject to tax examinations regularly as part of the normal course of business. Our major jurisdictions are the U.S., Canada, China, Netherlands, U.K., Germany, Italy and France. With few exceptions we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations for years before 2002.

As of January 1, 2007, we had approximately \$600,000 of interest related to uncertain tax positions. We account for interest and penalties related to uncertain tax positions as a component of income tax expense.

Item 3. 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 2007 and 2006, the amounts recorded in other income for the change in the fair value of such contracts was immaterial.

We have historically had a very low exposure on the cost of our debt to changes in interest rates. Interest rate swaps are used to mitigate the impact of interest rate fluctuations on certain variable rate debt instruments and reduce interest expense on certain fixed rate instruments. Information about our long-term debt including principal amounts and related interest rates appears in note 11 of notes to consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2006.

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.

Item 4. Controls and Procedures

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, 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 April 1, 2007, 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.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

During the period covered by this quarterly report on Form 10-Q, there were no material developments with respect to our legal proceedings described in our annual report on Form 10-K for the year ended December 31, 2006.

Item 1A. Risk Factors

This report includes statements which 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 reflect Watts Water Technologies, Inc.'s current views about future results of operations and other forward-looking information. In some cases you can identify these statements by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will" and "would" or similar words. You should not rely on forward-looking statements because Watts' actual results may differ materially from those indicated by these forward-looking statements as a result of a number of important factors. These factors include, but are not limited to, the following: shortages in and pricing of raw materials and supplies including recent cost increases by suppliers of raw materials and our ability to pass these costs on to customers, loss of market share through competition, introduction of competing products by other companies, pressure on prices from competitors, suppliers, and/or customers, the identification and disclosure of material weaknesses in our internal control over financial reporting, failure to expand our markets through acquisitions, failure or delay in developing new products, lack of acceptance of new products, failure to manufacture products that meet required performance and safety standards, foreign exchange rate fluctuations, cyclicalities of industries, such as plumbing and heating wholesalers and home improvement retailers, in which the Company markets certain of its products, economic factors, such as the levels of housing starts and remodeling, affecting the markets where the Company's products are sold, manufactured, or marketed, environmental compliance costs, product liability risks, the results and timing of the Company's manufacturing restructuring plan, changes in the status of current litigation, including the James Jones case, and other risks and uncertainties discussed under the heading "Item 1 A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Securities Exchange Commission and other reports we file from time to time with the Securities and Exchange Commission.

Item 6. Exhibits

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Quarterly Report on Form 10-Q and such Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WATTS WATER TECHNOLOGIES, INC.

Date: May 9, 2007

By: /s/ Patrick S. O'Keefe
Patrick S. O'Keefe
Chief Executive Officer

Date: May 9, 2007

By: /s/ William C. McCartney
William C. McCartney
Chief Financial Officer and Treasurer

EXHIBIT INDEX

Listed and indexed below are all Exhibits filed as part of this report.

Exhibit No.	Description
3.1	Restated Certificate of Incorporation, as amended. (1)
3.2	Amended and Restated By-Laws, as amended. (2)
10.1	Watts Water Technologies, Inc. Management Stock Purchase Plan (Amended and Restated as of January 1, 2005), as amended.
10.2	Non-Employee Director Compensation. (2)
11	Statement Regarding Computation of Earnings per Common Share. (3)
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Principal Financial Officer pursuant Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. 1350.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. 1350.

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- (1) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q (File No. 001-11499) for the quarter ended July 3, 2005.
 - (2) Incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 001-11499) dated February 5, 2007.
 - (3) Incorporated by reference to Note 6 to the Notes to Consolidated Financial Statements included in this Report.

**WATTS WATER TECHNOLOGIES, INC.
MANAGEMENT STOCK PURCHASE PLAN**

Amended and Restated as of January 1, 2005

I. INTRODUCTION

The purpose of the Watts Water Technologies, Inc. Management Stock Purchase Plan (the “Plan”) is to provide equity incentive compensation to selected management employees of Watts Water Technologies, Inc. (the “Company”) and its subsidiaries. Participants in the Plan may elect to receive restricted stock units (“RSUs”) in lieu of all or a portion of their annual incentive bonus and, in some circumstances, make after-tax contributions in exchange for RSUs. Each RSU represents the right to receive one share of the Company’s Class A Common Stock (the “Stock”) upon the terms and conditions stated herein. RSUs are granted at a discount of 33% from the fair market value of the Stock on the Valuation Date (as defined in Subsection IV(B) below). Vested RSUs will be settled in shares of Stock after a period of deferral selected by the participant, or upon termination of employment, if earlier.

The Plan is intended to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the “Code”) and the guidance promulgated thereunder (“Section 409A”). The Plan should be interpreted in a manner to comply with Section 409A. In addition, this Plan is a “top hat plan” subject to certain provisions of the Employee Retirement Income Security Act of 1974.

II. ADMINISTRATION

The Plan shall be administered by the Compensation Committee of the Board of Directors of the Company (the “Committee”). Each member of the Committee shall be a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Act”). The Committee shall have complete discretion and authority with respect to the Plan and its application, except as

expressly limited herein. Determinations by the Committee shall be final and binding on all parties with respect to all matters relating to the Plan.

III. ELIGIBILITY

Management employees of the Company and its subsidiaries as designated by the Committee shall be eligible to participate in the Plan.

IV. PARTICIPATION

A. Restricted Stock Units. Participation in the Plan shall be based on the award of RSUs. Each RSU awarded to a participant shall be credited to a bookkeeping account established and maintained for that participant.

B. Valuation of RSUs; Fair Market Value of Stock. The value of each RSU, for purposes of the Plan, shall be determined as follows: The “Cost” of each RSU shall be equal to 67% of the fair market value of the Stock on the relevant Valuation Date. The “Valuation Date” for each year is the date that is the third business day after the date that the Company releases its year-end earnings to the public. The “Value” of each RSU shall be equal to its Cost plus simple interest per annum on such amount at the one-year U.S. Treasury Bill rate (as published in The Wall Street Journal) in effect on the Valuation Date and each anniversary thereof. For all purposes of the Plan, the “fair market value of the Stock” on any given date shall mean the last reported sale price at which Stock is traded on such date or, if no Stock is traded on such date, the most recent date on which Stock was traded, as reflected on the New York Stock Exchange.

C. Election to Participate. Each year, each participant may elect to receive an award of RSUs under the Plan in lieu of any bonus payable for a subsequent calendar year by completing a Bonus Deferral and RSU Subscription Agreement (“Subscription Agreement”). The Subscription Agreement shall provide that the participant elects to receive RSUs in lieu of a specified portion of any annual incentive bonus to be earned in the following calendar year. Such portion may be expressed as either (1) a specified percentage of the participant’s actual bonus amount; (2) the lesser of a specified

percentage or a specified dollar amount of the participant's actual bonus amount; or (3) a specified dollar amount up to 100% of the participant's targeted maximum bonus. Any dollar amount specified must be at least \$1,000; and any percentage specified must be at least 10% and not more than 100%. Amounts specified pursuant to methods (1) and (2) are entirely contingent on the amount of bonus actually awarded. Where the participant specifies a fixed dollar amount pursuant to method (3), however, the Subscription Agreement shall provide that, if the specified dollar amount exceeds the actual bonus amount awarded, the participant undertakes to pay the excess, in cash or by check, to the Company within five days after the date the participant receives notice of the bonus amount.

D. Deferral Beyond Vesting Period. Each Subscription Agreement shall specify a deferral period, beyond the three-year vesting period, for the RSUs to which it pertains. The deferral period shall be expressed as a number of whole years, not less than three, beginning on the Valuation Date. Subscription Agreements must be received by the Company no later than December 31 of the year prior to the year in which the bonus amount will be earned. Notwithstanding the foregoing, to the extent that any bonus deferred hereunder constitutes "performance-based compensation" within the meaning of Section 409A, Subscription Agreements with respect to such compensation must be received by the Company no later than six months before the end of the so-called performance period to which such bonus relates.

E. Changes to Deferral Period before December 31, 2005. At any time before December 31, 2005, a participant may change the deferral period specified in a Subscription Agreement that was in effect prior to December 31, 2005.

F. Changes to Deferral Period after January 1, 2006. Effective January 1, 2006, a participant may change the deferral period specified in a Subscription Agreement to extend the deferral period, provided, however, that any such change must be made at least 12 months before the original distribution date. Any such change shall not become

effective for 12 months after it is made. In addition, any such change must extend the deferral period for a minimum of five additional years from the original distribution date. Participants are not permitted to change a deferral to reduce the length of a deferral period.

G. Award of RSUs. On each annual Valuation Date, the Company shall award RSUs to each participant as follows: Each participant's account shall be credited with a whole number of RSUs determined by dividing the amount (expressed in dollars) that is determined under his or her Subscription Agreement by the Cost of each RSU awarded on such date. No fractional RSU will be credited and the amount equivalent in value to the fractional RSU will be paid out to the participant currently in cash.

V. VESTING AND SETTLEMENT OF RSUs

A. Vesting. A participant shall become vested in the RSUs that are awarded in a year over a three-year vesting period in which one-third of the RSUs shall vest on each anniversary of the Valuation Date on which the RSUs were awarded as long as the participant remains employed by the Company or a subsidiary on each such anniversary date.

B. Settlement After Vesting. With respect to each vested RSU, the Company shall issue to the participant one share of Stock within 30 days after the earliest of: (i) the end of the deferral period specified in the participant's Subscription Agreement pertaining to such RSU; (ii) the date of the participant's termination of employment with the Company and its subsidiaries; (iii) the date of the participant's death; or (iv) the date the participant becomes Disabled (as defined below).

For purposes of this Plan, a participant shall be "Disabled" if the participant (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months; or (ii) is, by

reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the participant's employer.

C. Settlement Prior to Vesting. If a participant terminates his/her employment with the Company, the participant's nonvested RSUs shall be canceled and he or she shall receive a cash payment equal to the lesser of (a) the Value of such RSUs or (b) an amount equal to the number of such RSUs multiplied by the fair market value of the Stock on the date of the participant's termination of employment.

D. Committee's Discretion. The Committee shall have complete discretion to determine the circumstances of a participant's termination of employment, including whether the same is a result of Disability, and the Committee's determination shall be final and binding on all parties and not subject to review or challenge by any participant or other person. Except as otherwise provided in Subsection VIII.(C) hereof, in no event may the Committee apply its discretion to accelerate the time or schedule of any payment made under the Plan.

E. Waiting Period Applicable to Officers. Notwithstanding the provisions of Subsections V.(B) and V.(C) above, any participant who is a "key employee" within the meaning of Section 416(i) of the Code (which generally includes any officers of the Company) may not receive any payment or settlement with respect to his/her RSUs in connection with his/her termination of employment until the expiration of a six month waiting period following such termination of employment. This waiting period does not apply to the termination of an officer's employment as a result of the officer's death or Disability (as defined in Subsection V.(B) above).

VI. DIVIDEND EQUIVALENT AMOUNTS

Whenever dividends (other than dividends payable only in shares of Stock) are paid with respect to Stock, each participant shall be paid an amount in cash equal to the number of his or her vested RSUs multiplied by the dividend value per share. In addition, each participant's account shall be credited with an amount equal to the number of such participant's nonvested RSUs multiplied by the dividend value per share. Amounts credited with respect to each nonvested RSU shall be paid, without interest, on the date the participant becomes vested in such RSU, or when the participant receives payment of his or her nonvested RSUs pursuant to Subsection V.(C).

VII. DESIGNATION OF BENEFICIARY

A participant may designate one or more beneficiaries to receive payments or shares of Stock in the event of his/her death. A designation of beneficiary may apply to a specified percentage or a participant's entire interest in the Plan. Such designation, or any change therein, must be in writing and shall be effective upon receipt by the Company. If there is no effective designation of beneficiary, or if no beneficiary survives the participant, the participant's estate shall be deemed to be the beneficiary.

VIII. SHARES ISSUABLE; MAXIMUM NUMBER OF RSUs; ADJUSTMENTS; CHANGE IN CONTROL

A. Shares Issuable. The aggregate maximum number of shares of Stock reserved and available for issuance under the Plan shall be 1,000,000. For purposes of this limitation, the shares of Stock underlying any RSUs that are canceled shall be added back to the shares of Stock available for issuance under the Plan. Shares subject to the Plan are authorized but unissued shares or shares that were once issued and subsequently re-acquired by the Company.

B. Adjustments. In the event of a stock dividend, stock split or similar change in capitalization affecting the Stock, the Committee shall make appropriate adjustments in (i) the number and kind of shares of Stock or securities with respect to which RSUs shall thereafter be granted, (ii) the number and kind of shares remaining

subject to outstanding RSUs; (iii) the number of RSUs credited to each participant's account; and (iv) the method of determining the value of RSUs.

C. Change in Control. In the event of any proposed merger, consolidation, sale, dissolution or liquidation of the Company, all non-vested RSUs shall become fully vested upon the effective date of such merger, consolidation, sale, dissolution or liquidation and the Committee in its sole discretion may, as to any outstanding RSUs, make such substitution or adjustment in the aggregate number of shares reserved for issuance under the Plan and the number of shares subject to such RSUs as it may determine on an equitable basis and as may be permitted by the terms of such transaction, or terminate such RSUs upon such terms and conditions as it shall provide. In the event that any such merger, consolidation, sale, dissolution or liquidation of the Company constitutes a "change in control event" for purposes of Section 409A, the Committee may terminate the Plan and make payment with respect to each RSU (taking into account any adjustment provided for herein), provided that such payment is made within 12 months of such change in control event.

IX. AMENDMENT OR TERMINATION OF PLAN

The Company reserves the right to amend or terminate the Plan at any time, by action of its Board of Directors, provided that no such action shall adversely affect a participant's rights under the Plan with respect to RSUs awarded and vested before the date of such action, and provided, further, that Plan amendments shall be subject to approval by the Company's shareholders to the extent required by the Act to ensure that awards are exempt under Rule 16b-3 promulgated under the Act or as otherwise required by applicable law, including the relevant listing requirements of the New York Stock Exchange.

X. MISCELLANEOUS PROVISIONS

A. No Distribution; Compliance with Legal Requirements. The Committee may require each person acquiring shares of Stock under the Plan to represent to and

agree with the Company in writing that such person is acquiring the shares without a view to distribution thereof. No shares of Stock shall be issued until all applicable securities laws and other legal and stock exchange requirements have been satisfied. The Committee may require the placing of such stop-orders and restrictive legends on certificates for Stock as it deems appropriate.

B. Withholding. Participation in the Plan is subject to any required tax withholding on wages or other income of the participant in connection with the Plan. Each participant agrees, by entering the Plan, that the Company shall have the right to deduct any such taxes, in its sole discretion, from any amount payable to the participant under the Plan or from any payment of any kind otherwise due to the participant. Participants who wish to avoid the withholding of shares of Stock otherwise issuable to them under the Plan should arrange with the Company to pay the amount of taxes required to be withheld in advance of the settlement date.

C. Notices; Delivery of Stock Certificates. Any notice required or permitted to be given by the Company or the Committee pursuant to the Plan shall be deemed given when personally delivered or deposited in the United States mail, registered or certified, postage prepaid, addressed to the participant at the last address shown for the participant on the records of the Company. Delivery of stock certificates to persons entitled to receive them under the Plan shall be deemed effected for all purposes when the Company or a share transfer agent of the Company shall have deposited such certificates in the United States mail, addressed to such person at his/her last known address on file with the Company.

D. Nontransferability of Rights. During a participant's lifetime, any payment or issuance of shares under the Plan shall be made only to him/her. No RSU or other interest under the Plan shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, and any attempt by a participant or any beneficiary under the Plan to do so shall be void. No interest under the Plan shall in

any manner be liable for or subject to the debts, contracts, liabilities, engagements or torts of a participant or beneficiary entitled thereto.

E. Company's Obligations to Be Unfunded and Unsecured. The Plan shall at all times be entirely unfunded, and no provision shall at any time be made with respect to segregating assets of the Company (including Stock) for payment of any amounts or issuance of any shares of Stock hereunder. No participant or other person shall have any interest in any particular assets of the Company (including Stock) by reason of the right to receive payment under the Plan, and any participant or other person shall have only the rights of a general unsecured creditor of the Company with respect to any rights under the Plan.

F. Governing Law. The terms of the Plan shall be governed, construed, administered and regulated in accordance with the laws of the Commonwealth of Massachusetts. In the event any provision of this Plan shall be determined to be illegal or invalid for any reason, the other provisions shall continue in full force and effect as if such illegal or invalid provision had never been included herein.

G. Effective Date of Plan. The Plan became effective as of October 17, 1995, upon approval by the holders of a majority of the shares of the Company's Class A Common Stock and Class B Common Stock, voting as a single class, present or represented and entitled to vote at a meeting of the shareholders.

WATTS WATER TECHNOLOGIES, INC.

AMENDMENT NO. 1

TO

WATTS WATER TECHNOLOGIES, INC.

MANAGEMENT STOCK PURCHASE PLAN

AMENDED AND RESTATED AS OF JANUARY 1, 2005

The Management Stock Purchase Plan of Watts Water Technologies, Inc. as amended and restated as of January 1, 2005 (the "Plan") is hereby amended as follows:

1. Subsection VIII.A of the Plan is deleted and replaced with the following:

“A. Shares Issuable. The aggregate maximum number of shares of Stock reserved and available for issuance under the Plan shall be 2,000,000. For purposes of this limitation, the shares of Stock underlying any RSUs that are canceled shall be added back to the shares of Stock available for issuance under the Plan. Shares subject to the Plan are authorized but unissued shares or shares that were once issued and subsequently re-acquired by the Company.”

2. Except as amended hereby, the Plan remains in full force and effect.

Adopted by the Board of Directors on February 6, 2007

Approved by the Stockholders on May 2, 2007

WATTS WATER TECHNOLOGIES, INC.
CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Patrick S. O'Keefe, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Watts Water Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2007

/s/ Patrick S. O'Keefe
Patrick S. O'Keefe
Chief Executive Officer

WATTS WATER TECHNOLOGIES, INC.
CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, William C. McCartney, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Watts Water Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2007

/s/ William C. McCartney
William C. McCartney
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Watts Water Technologies, Inc. (the "Company") hereby certifies that the Company's quarterly report on Form 10-Q to which this certification is attached (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b)(32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b)(32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: May 9, 2007

/s/ Patrick S. O'Keefe

Patrick S. O'Keefe

Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Watts Water Technologies, Inc. (the "Company") hereby certifies that the Company's quarterly report on Form 10-Q to which this certification is attached (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b)(32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b)(32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: May 9, 2007

/s/ William C. McCartney

William C. McCartney
Chief Financial Officer
