

BADGER METER INC

Form 8-K

November 14, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) **November 11, 2011**

Badger Meter, Inc.

(Exact name of Registrant as Specified in Charter)

Wisconsin

1-6706

39-0143280

(State or Other Jurisdiction (Commission File Number) (IRS Employer

of Incorporation)

Identification No.)

4545 W. Brown Deer Rd., Milwaukee, Wisconsin 53223

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(414) 355-0400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On November 11, 2011, Badger Meter, Inc. issued a press release announcing that its Board of Directors had declared a regular quarterly dividend on its common stock and authorized the repurchase of up to \$30 million of its common stock over a two-year period. Under the program, management is authorized to purchase shares from time to time through open market purchases or privately negotiated transactions at prevailing prices as permitted by securities laws and other legal requirements, and subject to market conditions and other factors.

A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Form 8-K by reference.

Item 9.01 Financial Statements and Exhibits.

The exhibit listed in the accompanying Exhibit Index is filed as part of this Current Report on Form 8-K.

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 hereunto duly authorized.

BADGER METER, INC.

Date: November 11, 2011 By: /s/ Richard E. Johnson

Richard E. Johnson

Senior Vice President – Finance and Treasurer

Chief Financial Officer

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Exhibit Index to Current Report on Form 8-K

Dated November 11, 2011

Exhibit

<u>Number</u>	<u>Description</u>
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(99.1)	Badger Meter, Inc. Press Release, dated November 11, 2011.
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