Edgar Filing: STOLLENWERK JOHN J - Form 4

	/ERK JOHN J	ſ									
Form 4 October 03, 2	2011										
	1 /									PPROVAL	
FORM	UNIT	ED STATES		ITIES Al hington,			GE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation	ger STAT 6. r Filed	F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchang Public Utility Holding Company Act of					e Act of 1934,	Expires: Estimated a burden hou response	irs per		
may cont <i>See</i> Instru 1(b).	inue.) of the Inv	•	U				911 		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> STOLLENWERK JOHN J			2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction			(Che	ck all applicable	e)	
4545 W. BROWN DEER ROAD, P.O. BOX 245036			(Month/Day/Year) 10/03/2011					X_ Director10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MILWAUK	EE, WI 53224	4-9536							More than One R		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuritie	s Acq	uired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) P	Price	(Instr. 3 and 4)			
Common Stock								69,786	D		
Common Stock								10,164	I	Family Trust	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units	\$ 0	10/01/2011		J <u>(1)</u>	233.3218	08/08/1988	08/08/1988	BMI Common Stock	233.3
Stock Options	\$ 7					05/02/2004	05/02/2013	BMI Common Stock	6,40

Reporting Owners

Reporting Owner Name / Address	Relationships						
I Sector and the sector	Director	10% Owner	Officer	Other			
STOLLENWERK JOHN J 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536	Х						
Signatures							
Richard A. Meeusen attorney-in-fact	10/	03/2011					
**Signature of Reporting Person		Date					

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The phantom stock units were accrued in Mr. Stollenwerk's Badger Meter, Inc. Director Deferred Compensation Plan account as payment
 (1) for the fourth quarter retainer paid to non-employee directors in the amount of \$6,750. The phantom units are computed at the 9/30/11 closing price of the Company's stock.

(2) Price of Badger Meter, Inc. Common Stock at 9/30/2011.

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