BADGER METER INC

Form 4 May 03, 2012

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

3235-0287

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OMB APPROVAL

Estimated average response...

burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * MEEUSEN RICHARD A			2. Issuer Name and Ticker or Trading Symbol					C	5. Relationship of Reporting Person(s) to Issuer		
	BADG	ER MI	ZT1	ER INC	[BM	IJ	(Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction								
45 45 W DE	(Month/Day/Year)						_X_ Director		% Owner her (specify		
	ROWN DEER D. BOX 245036		05/01/2	05/01/2012					_X_ Officer (give title Other (specify below)		
ROAD, P.C							Chairman, President & CEO				
	(Street)		4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check		
Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person					
MILWAUI							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - No	n-I	Derivative	Secu	rities Acc	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transa Code (Instr.		4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	ed of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2012			J <u>(1)</u>		3,000	A	\$ 37.07 (1)	127,164	D	
Common Stock	05/01/2012			J <u>(1)</u>		3,000	D	(1)	10,650	I	Restricted Stock

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

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8. Pri Deriv Secur (Instr

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. Transactic Code (Instr. 8)	5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 18.325					05/09/2006	05/09/2015	BMI Common Stock	6,600	
Stock Options	\$ 31.41					05/05/2007	05/05/2016	BMI Common Stock	5,400	
Stock Options	\$ 24.94					05/04/2008	05/04/2017	BMI Common Stock	6,300	
Stock Options	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock	4,800	
Stock Options	\$ 38.69					05/01/2010	05/01/2019	BMI Common Stock	9,000	
Stock Options	\$ 38.41					05/07/2011	05/07/2020	BMI Common Stock	10,200	
Stock Options	\$ 36.59					05/06/2012	05/06/2021	BMI Common Stock	13,300	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
	X		Chairman, President & CEO				

Reporting Owners 2

MEEUSEN RICHARD A 4545 W BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536

Signatures

Richard A. 05/03/2012 Meeusen

**Signature of Date
Reporting Person

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).
- (1) Shares granted 5/1/09 pursuant to the Restricted Stock Plan as approved by shareholders, vested at the closing price of \$37.07/share on 5/1/12 and were transferred to direct ownership.

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.

Signatures 3