BADGER METER INC

Form 4 May 08, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or on, D.C. 20549

Number:

Expires:

January 31,

2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 biligations obligations may continue. 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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * MEEUSEN RICHARD A			2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]				C	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)		
4545 W BR	OWN DEER . BOX 245036	((Month/D 05/04/20	ay/Year)	ansaction			_X_ Director _X_ Officer (g below)		Owner ther (specify
	(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		
MILWAUKEE, WI 53224-9536								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Ac	equired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	d (A) of (I) 4 and (A) or))	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	05/04/2012			A(1)	8,800	A	(<u>2</u>)	19,450	I	Restricted Stock
Common Stock								3,880.3557	I	ESSOP

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

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number.

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)	Code	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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 36.15	05/04/2012		A(3)	18,800	05/04/2013	05/04/2022	BMI Common Stock	18,800
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				

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

Signatures

Richard A. 05/04/2012 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) Restricted Stock granted pursuant to the Company's 2011 Omnibus Incentive Plan approved by shareholders on April 29, 2011.
- (2) The value of the award will be determined at the closing price on May 4, 2015, the date of vesting.
- (3) Stock Option granted pursuant to the Company's 2011 Omnibus Incentive Plan approved by shareholders on April 29, 2011.
- (4) Stock Options are granted on a one-for-one basis.

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.

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