GRAS HORST Form 4

November 09, 2012

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GRAS HORST		S	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 (Month/				e of Earliest Transaction h/Day/Year)				(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) VP-International		
			Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEUFFEN	I, 2M 72639					- I	Form filed by M Person	lore than One R	eporting	
(City)	(State)	(Zip)	Table I - Non-	Derivative S	Secui	rities Acqui	ired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	rate, if Transaction Code		d of ((D)	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	11/08/2012		S) D	\$ 42.5113	10,540.616	D		
Common Stock							2,000	I	Restricted Stock	

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Lunderlying (Instr. 3 and	Securities	8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock	1,500	
Stock Options	\$ 38.69					05/01/2010	05/01/2019	BMI Common Stock	3,000	
Stock Options	\$ 38.41					05/07/2011	05/07/2020	BMI Common Stock	1,200	
Stock Options	\$ 36.59					05/06/2012	05/06/2021	BMI Common Stock	960	
Stock Options	\$ 36.15					05/04/2013	05/04/2022	BMI Common Stock	1,600	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

GRAS HORST

NURTINGER STR. 76 NEUFFEN, 2M 72639

VP-International

Signatures

Horst E. Gras	11/09/2012			
**Signature of Reporting Person	Date			

Reporting Owners 2

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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).

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.