Edgar Filing: JOHNSON RICHARD E - Form 4

JOHNSON	RICHARD E									
Form 4										
February 05	, 2013									
FORM	14 UNITED	STATES	SECU	DITIES	AND EV(11 A R		OMMISSION		PPROVAL
Check this box								OMB Number:	3235-0287	
if no lon subject t Section Form 4 Form 5		SECU	RITIES			NERSHIP OF	Expires: Estimated burden hou response	urs per		
obligatio may cor <i>See</i> Instr 1(b).	ons Section 17	(a) of the l	Public U	tility Hol		ipany	Act of	e Act of 1934, 1935 or Sectior 0	1	
(Print or Type	Responses)									
1. Name and JOHNSON	2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)		of Earliest T	•	51011]		(Check	c all applicabl	e)
4545 W. B	ROWN DEER D. BOX 245036	(Middle)		Day/Year)	ransaction			Director X Officer (give below) Sr. VP-Fin		% Owner 1er (specify 2 CFO
MILWAUI	(Street) KEE, WI 53224-9	9536		endment, D onth/Day/Yea	ate Original ar)			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting P	erson
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	Securi		ired, Disposed of	or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	omr Disposed (Instr. 3, 4	d of (Ē and 5) (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	02/01/2013			Code V $A_{(1)}^{(1)}$	Amount 87.9675	(D) A	Price \$ 47.41 (2)	2,220.805	I	ESSOP
Common Stock								87,892	D	
Common Stock								32,000	D	
Common Stock								6,200	Ι	Restricted Stock

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control 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)	4. Transactio Code (Instr. 8)	5. oriNumber of Derivative 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)		8. Prio Deriv Secur (Instr.
				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	4,500	
Stock Options	\$ 31.41					05/05/2007	05/05/2016	BMI Common Stock	3,600	
Stock Options	\$ 24.94					05/04/2008	05/04/2017	BMI Common Stock	3,600	
Stock Options	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock	3,000	
Stock Options	\$ 38.69					05/01/2010	05/01/2019	BMI Common Stock	5,400	
Stock Options	\$ 38.41					05/07/2011	05/07/2020	BMI Common Stock	3,000	
Stock Options	\$ 36.59					05/06/2012	05/06/2021	BMI Common Stock	5,000	
Stock Options	\$ 36.15					05/04/2013	05/04/2022	BMI Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporong of the Function of	Director	10% Owner	Officer	Other			
JOHNSON RICHARD E 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536			Sr. VP-Finance, Treas & CFO				
Signatures							

Richard E. Johnson

02/04/2013 Date

<u>**</u>Signature of 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) Represents shares of Badger Meter stock accumulated during 2012 in the participant's 401(k) account, including the Company's year end match.
- (2) Year end stock price for Badger Meter Common Stock used to calculate the Company's match.

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.