JOHNSON RICHARD E

Form 4 May 08, 2013

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

Expires: January 31, 2005
Estimated average

3235-0287

OMB APPROVAL

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

response... 0.5

burden hours per

1(b).

Common

Stock

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			BADGER METER INC [BMI]					(Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction					D' 100 0			
4545 W. BI	(Month/Day/Year) 05/07/2013					Director 10% Owner X Officer (give title Other (specify below)					
ROAD, P.O. BOX 245036 Sr. VP-Finance, Treas & CFO								k CFO			
	(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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.							ally Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5) ar) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/07/2013			<u>J(1)</u>	1,200	A	45.04 (2)	89,092	D		
Common Stock	05/07/2013			<u>J(1)</u>	1,200	D	<u>(1)</u>	7,000	I	Restricted Stock	
Common Stock								2,220.805	I	ESSOP	

32,000

D

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	of		te	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	\$ 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	
Stock Options	\$ 51.29					03/01/2014	03/01/2023	BMI Common Stock	3,150	

Reporting Owners

Reporting Owner Name / Address Relationships

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 05/08/2013

**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 5/07/2010, pursuant to the Restricted Stock Plan approved by shareholders, vested after a three-year holding period. The shares vested at the closing price on 5/07/2013 and were transferred to direct ownership.
- (2) Price of Badger Meter, Inc. Common Stock on 5/07/2013, the date of vesting.

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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