SMILEY BEVERLY L P

Form 4

January 25, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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Form filed by More than One Reporting

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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).

(C:+-)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SMILEY BEVERLY L P			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)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
4545 W. BR	OWN DEER		01/23/2006	X Officer (give title Other (specif			
ROAD PO	. BOX 24503	66		below) below)			
(C) (D)	. 1071 2 1505	.0		VP-Controller			
	(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			
				A rothi filed by Offe Reporting Person			

MILWAUKEE, WI 53224-9536

(State)

(Zin)

	010 1 11	011-1	ociivative 5	ccurit	ies Acqui	red, Disposed of,	or belieficiali	ly Owned
Date 2A. Deemed	3.		4. Securitie	es Acq	uired (A)	5. Amount of	6.	7. Nature of
Year) Execution Date, if	Transa	actio	nor Dispose	d of (D))	Securities	Ownership	Indirect
any	Code		(Instr. 3, 4	and 5)		Beneficially	Form:	Beneficial
(Month/Day/Year)	(Instr.	8)				Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				(4)		Reported	(I)	
						Transaction(s)	(Instr. 4)	
	Code	V	Amount		Price	(Instr. 3 and 4)		
				(-)				
	A	V	59.1753 (1)	A	39.24 (2)	2,779.4753 (3) (4)	I	ESSOP
`	n Date 2A. Deemed Year) Execution Date, if any	n Date 2A. Deemed 3. Year) Execution Date, if Transany Code (Month/Day/Year) (Instr.	n Date 2A. Deemed 3. Year) Execution Date, if Transactic Code (Month/Day/Year) (Instr. 8) Code V	n Date 2A. Deemed 3. 4. Securities Year) Execution Date, if any Code (Instr. 3, 4) (Month/Day/Year) (Instr. 8) Code V Amount A V 59.1753	n Date 2A. Deemed 3. 4. Securities Acquired Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D)	n Date 2A. Deemed 3. 4. Securities Acquired (A) Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price A V 59.1753 A 39.24	n Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price A 3. 4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) A V 59.1753 S 39.24 2,779.4753 (3) (4)	n Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Securities Acquired (A)

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

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.

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMILEY BEVERLY L P 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536

VP-Controller

Signatures

Beverly L. Smiley 01/25/2006

**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) The shares allocated represent the Company's year-end match on employee contributions to their 401(k) Plan accounts.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/05.
- Represents shares of Badger Meter, Inc. Common Stock allocated pursuant to the following Badger Meter Employee Benefit Stock Plans:

 (3) a) Badger Meter Payroll-based Employee Stock Ownership Plan (PAYSOP), and/or, b) Badger Meter Employee Stock Ownership Plan (ESOP), and/or c) Badger Meter Savings Plan (a 401(k) Plan).
- (4) In addition to the shares held in the ESSOP, Ms. Smiley owns 11,450 shares directly, 9,400 shares in the Badger Meter Officers' Voting Trust and 600 shares of restricted stock. Her two sons own a total of 200 shares of the Company's stock.

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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