

BADGER METER INC
Form 4
March 05, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEEUSEN RICHARD A

(Last) (First) (Middle)
4545 W BROWN DEER ROAD, P.O. BOX 245036
(Street)

MILWAUKEE, WI 53224-9536

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BADGER METER INC [BMI]

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount or Price		
Common Stock	03/04/2014		M		6,300 A \$ 24.94	126,364	D
Common Stock	03/04/2014		S		6,300 D \$ 55.1923	120,064	D
Common Stock						3,997.6001	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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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. Amount or Number of Shares
Stock Options	\$ 24.94	03/04/2014		M	6,300	05/04/2008 05/04/2017	BMI Common Stock	6,300
Stock Options	\$ 31.41					05/05/2007 05/05/2016	BMI Common Stock	5,400
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
Stock Options	\$ 36.15					05/04/2013 05/04/2022	BMI Common Stock	18,800
Stock Options	\$ 51.29					03/01/2014 03/01/2023	BMI Common Stock	11,367

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Chairman, President & CEO

Signatures

Richard A.
Meeusen

03/05/2014

__Signature of
Reporting Person

Date

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) 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.
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