BADGER METER INC

Form 4/A March 25, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

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

burden hours per response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and A JOHNSON	2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]					5. Relationship of Reporting Person(s) to Issuer						
(Last) 4545 W. BR ROAD, P.O	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2015					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Sr. VP-Finance, Treas & CFO						
MILWAUK	Filed(If Amendment, Date Original led(Month/Day/Year) 8/10/2015				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution any (Month/D			3. Transaction Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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	03/06/2015			A	1,764	A	(<u>1</u>)	8,566	I	Restricted Stock		
Common Stock								2,336.2661	I	ESSOP		
Common Stock								90,692	D			
Common Stock								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)

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)	Code	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 56.66	03/06/2015		A	3,249	03/06/2016	03/06/2025	BMI Common Stock	3,249	
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	
Stock Options	\$ 54.36					03/07/2015	03/07/2024	BMI Common Stock	3,288	

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 03/25/2015

**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 value of the award will be determined at the closing price on March 6, 2018, the date of vesting.
- (2) Stock Options are granted on a one-for-one basis.

Remarks:

Due to a clerical error, the Form 4 filed on March 10, 2015 reported the number of options awarded as 2998. The number of o

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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