

BADGER METER INC
Form 4
May 12, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
05/09/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| | | | | | | | \$ |
| Common Stock | 05/09/2008 | | J(1) | | 2,200 | A | 51.12 (1) |
| Common Stock | 05/09/2008 | | J(1) | | 2,200 | D | 11 |
| Common Stock | | | | | | | 3,363.6775 |
| | | | | | | I | ESSOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

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. Transaction Code (Instr. 8) | 5. Number 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|-------------------------------|
| Stock Options | \$ 5.7475 | | | | | Date Exercisable: 01/29/2003 Expiration Date: 01/29/2012 | BMI Common Stock | 20,000 |
| Stock Options | \$ 7 | | | | | Date Exercisable: 05/02/2004 Expiration Date: 05/02/2013 | BMI Common Stock | 34,000 |
| Stock Options | \$ 7 | | | | | Date Exercisable: 05/02/2004 Expiration Date: 05/02/2013 | BMI Common Stock | 9,600 |
| Stock Options | \$ 18.325 | | | | | Date Exercisable: 05/09/2006 Expiration Date: 05/09/2015 | BMI Common Stock | 6,600 |
| Stock Options | \$ 31.41 | | | | | Date Exercisable: 05/05/2007 Expiration Date: 05/05/2016 | BMI Common Stock | 5,400 |
| Stock Options | \$ 24.94 | | | | | Date Exercisable: 05/04/2008 Expiration Date: 05/04/2017 | BMI Common Stock | 6,300 |
| Stock Options | \$ 52.81 | | | | | Date Exercisable: 05/02/2009 Expiration Date: 05/02/2018 | BMI Common Stock | 4,800 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------------------------|-------|
| Director | 10% Owner | Officer | Other |
| X | | Chairman, President & CEO | |

