

BADGER METER INC
Form 5
January 09, 2015

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	07/28/2014	^	G	1,308 D \$ 0	124,456	D	^
Common Stock	^	^	^	^ ^ ^	3,997.6001	I	ESSOP
Common Stock	^	^	^	^ ^ ^	22,425	I	Restricted Stock

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

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SEC 2270 (9-02)

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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	
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 31.41	Â	Â	Â	Â	Â	05/05/2007	05/05/2016	BMI Common Stock	5,400
Stock Options	\$ 52.81	Â	Â	Â	Â	Â	05/02/2009	05/02/2018	BMI Common Stock	4,800
Stock Options	\$ 38.69	Â	Â	Â	Â	Â	05/01/2010	05/01/2019	BMI Common Stock	9,000
Stock Options	\$ 38.41	Â	Â	Â	Â	Â	05/07/2011	05/07/2020	BMI Common Stock	10,200
Stock Options	\$ 36.59	Â	Â	Â	Â	Â	05/06/2012	05/06/2021	BMI Common Stock	13,300
Stock Options	\$ 36.15	Â	Â	Â	Â	Â	05/04/2013	05/04/2022	BMI Common Stock	18,800
Stock Options	\$ 51.29	Â	Â	Â	Â	Â	03/01/2014	03/01/2023	BMI Common Stock	11,367
Stock Options	\$ 54.36	Â	Â	Â	Â	Â	03/07/2015	03/07/2024	BMI Common Stock	11,812

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â X	Â	Â Chairman, President & CEO	Â

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

Signatures

Richard A.
Meeusen

01/09/2015

__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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.