

BADGER METER INC  
Form 4  
May 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
JOHNSON RICHARD E

(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)  
05/08/2015

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)  
Sr. VP-Finance, Treas & CFO

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 Price			
Common Stock	05/08/2015		M	657	A \$ 54.36	94,349	D	
Common Stock	05/08/2015		M	1,260	A \$ 51.29	95,609	D	
Common Stock	05/08/2015		M	4,500	A \$ 36.15	100,109	D	
Common Stock	05/08/2015		M	4,000	A \$ 36.59	104,109	D	
Common Stock	05/08/2015		M	3,000	A \$ 38.41	107,109	D	

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Common Stock	05/08/2015	M	5,400	A	\$ 38.69	112,509	D	
Common Stock	05/08/2015	M	3,000	A	\$ 52.81	115,509	D	
Common Stock	05/08/2015	S	15,789	D	\$ <u>63.7968</u> (1)	99,720	D	
Common Stock	05/11/2015	S	6,028	D	\$ <u>63.314</u> (2)	93,692	D	
Common Stock						2,336.2661	I	ESSOP
Common Stock						5,566	I	Restricted Stock

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)	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	\$ 52.81	05/08/2015		M	3,000	05/02/2009 05/02/2018	BMI Common Stock	3,000
Stock Options	\$ 38.69	05/08/2015		M	5,400	05/01/2010 05/01/2019	BMI Common Stock	5,400
Stock Options	\$ 38.41	05/08/2015		M	3,000	05/07/2011 05/07/2020	BMI Common Stock	3,000
Stock Options	\$ 36.59	05/08/2015		M	4,000	05/06/2012 05/06/2021	BMI Common	4,000

