JOHNSON RICHARD E
Form 4
May 03, 2011

# FORM 4

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

**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

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).

(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)
05/02/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. VP-Finance, Treas & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| Common Stock | 05/02/2011 | | J(1) | | 1,000 | A | $ 37.77 (2) | 81,092 | D | |
| Common Stock | 05/02/2011 | | J(1) | | 1,000 | D | (1) | 3,000 | I | Restricted Stock |
| Common Stock | | | | | | | | 1,980.2815 | 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. Pric Deriv Secur (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Options | $ 7 | | | | | | | 05/02/2004 | 05/02/2013 | BMI Common Stock | 5,000 | |
| Stock Options | $ 18.325 | | | | | | | 05/09/2006 | 05/09/2015 | BMI Common Stock | 4,500 | |
| Stock Options | $ 31.41 | | | | | | | 05/05/2007 | 05/05/2016 | BMI Common Stock | 3,600 | |
| Stock Options | $ 24.94 | | | | | | | 05/04/2008 | 05/04/2017 | BMI Common Stock | 3,600 | |
| 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 | |

# 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 — 05/03/2011

**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)** Shares granted 5/2/08 pursuant to the Restricted Stock Plan as approved by shareholders, vested at the closing price of $37.77/share on 5/2/11 and were transferred to direct ownership.

**(2)** Closing price of Badger Meter, Inc. Common Stock on 5/2/2011, the date of vesting.

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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