BADGER METER INC

Form 4 May 08, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * SMILEY BEVERLY L P			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			BADGER METER INC [BMI]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
4545 W. BROWN DEER ROAD, P.O. BOX 245036			05/06/2014	_X_ Officer (give title Other (specify			
				below) below)			
, , , , , , , , , , , ,				VP-Controller			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
MII WALIKEE WI 53224-9536				Form filed by More than One Reporting			

Person

MILWAUKEE, WI 53224-9536

(City)	(State) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)		
Common Stock	05/06/2014		<u>J(1)</u>	600	A	48.74 (2)	72,500	D	
Common Stock	05/07/2014		S	600	D	\$ 48.75	71,900	D	
Common Stock	05/06/2014		<u>J(1)</u>	600	D	(2)	2,212	I	Restricted Stock
Common Stock							6,230.9979	I	ESSOP
Common Stock							630	I	Family

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

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SEC 1474 (9-02)

> 8. Pri Deriv Secur (Instr

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. Transactic Code (Instr. 8)	5. DrNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	ration Date		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	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock	1,500	
Stock Options	\$ 38.69					05/01/2010	05/01/2019	BMI Common Stock	600	
Stock Options	\$ 38.41					05/07/2011	05/07/2020	BMI Common Stock	480	
Stock Options	\$ 36.59					05/06/2012	05/06/2021	BMI Common Stock	720	
Stock Options	\$ 36.15					05/04/2013	05/04/2022	BMI Common Stock	1,280	
Stock Options	\$ 51.29					03/01/2014	03/01/2023	BMI Common Stock	1,181	
Stock Options	\$ 54.36					03/07/2015	03/07/2024	BMI Common Stock	1,208	

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMILEY BEVERLY L P 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536

VP-Controller

Signatures

Beverly L. Smiley 05/07/2014

**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) Restricted Stock granted 5/06/2011, pursuant to the Company's 2011 Omnibus Incentive Plan approved by shareholders 4/29/2011, vested after a three-year holding period. The shares vested at the closing price on 5/06/2014 and were transferred to direct ownership.
- (2) Price of Badger Meter, Inc. Common Stock on 5/06/2014, the date of vesting, was \$48.74/share.

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

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