

ZANDRON DANIEL D
Form 4
July 07, 2009

FORM 4

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

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).

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 *
ZANDRON DANIEL D

2. Issuer Name and Ticker or Trading Symbol
BADGER METER INC [BMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4545 W. BROWN DEER ROAD, P.O. BOX 245036
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2009

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Retired Officer

MILWAUKEE, WI 53224-9536

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	06/15/2009		J ⁽¹⁾		31.9832	A	2	1,188	I	ESSOP
Common Stock	06/17/2009		Z ⁽³⁾		1,188	D	2	0	I	ESSOP
Common Stock	06/17/2009		Z ⁽³⁾		1,188	A	2	9,774.4858	D	

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

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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 (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	\$ 31.41	06/12/2009		J ⁽⁴⁾	960	05/05/2007 05/05/2016	BMI Common Stock	960
Stock Options	\$ 24.94	06/12/2009		J ⁽⁴⁾	1,440	05/04/2008 05/04/2017	BMI Common Stock	1,440
Stock Options	\$ 7					05/02/2006 05/02/2013	BMI Common Stock	7,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZANDRON DANIEL D 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536				Retired Officer

Signatures

Richard E. Johnson
attorney-in-fact
07/07/2009
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) 2009 dividends accrued in 401(k) account.
- (2) Shares were accumulated in Mr. Zandron's 401(k) account over a period of many years. The shares retain their original stock bases.

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- (3) Upon retirement on 6/12/09, Mr. Zandron did an in-kind rollover of the shares from his 401(k) account into a self-directed IRA at Robert W. Baird & Co., Inc. where he intends to hold the shares. The shares retain their original stock bases.
- (4) Per the terms of the Badger Meter Stock Option Contract, all non-vested options expire upon retirement.
- (5) Stock Options are granted on a one-for-one basis.

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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