BADGER METER INC

Form 4

February 03, 2010

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

information contained in this form are not

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SECURITIES

Symbol

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

MEEUSEN RICHARD A

1. Name and Address of Reporting Person *

BADGER METER INC [BMI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 4545 W BROWN DEER 02/02/2010 below) below) ROAD, P.O. BOX 245036 Chairman, President & CEO (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 Form filed by More than One Reporting MILWAUKEE, WI 53224-9536 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price \$ Common 02/02/2010 $A^{(1)}$ 89.8976 Ι Α 39.82 3,622.8321 **ESSOP** Stock (2)Common D 117,464 Stock Common Restricted 6,700 I Stock Stock Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474

(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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 18.325					05/09/2006	05/09/2015	BMI Common Stock	6,600	
Stock Options	\$ 31.41					05/05/2007	05/05/2016	BMI Common Stock	5,400	
Stock Options	\$ 24.94					05/04/2008	05/04/2017	BMI Common Stock	6,300	
Stock Options	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock	4,800	
Stock Options	\$ 38.69					05/01/2010	05/01/2019	BMI Common Stock	9,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
MEEUSEN RICHARD A 4545 W BROWN DEER ROAD P.O. BOX 245036 MILWALIKEE, WI 53224-9536	X		Chairman, President & CEO			

Reporting Owners 2

Signatures

Richard A. 02/02/2010 Meeusen

**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) Represents shares of Badger Meter, Inc. Common Stock acquired pursuant to the Badger Meter Employee Savings and Stock Ownership Plan (ESSOP). The shares represent the Company's annual year-end 401(k) match for 2009.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/09.

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.

Signatures 3