

BADGER METER INC
Form 4
November 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
SMILEY BEVERLY L P

(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)
11/03/2014

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)
VP-Controller

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	(A) or (D)	Price			
Common Stock	11/03/2014		M		1,500	A	\$ 52.81	71,600	D	
Common Stock	11/03/2014		M		600	A	\$ 38.69	72,200	D	
Common Stock	11/03/2014		M		240	A	\$ 38.41	72,440	D	
Common Stock	11/03/2014		M		240	A	\$ 36.59	72,680	D	
Common Stock	11/03/2014		M		320	A	\$ 36.15	73,000	D	

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Common Stock	11/03/2014	M	236	A	\$ 51.29	73,236	D	
Common Stock	11/03/2014	S	3,136	D	\$ 56.3035 <u>(1)</u>	70,100	D	
Common Stock						6,230.9979	I	ESSOP
Common Stock						2,212	I	Restricted Stock
Common Stock						630	I	Family

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

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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. 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	11/03/2014		M	1,500	05/02/2009 05/02/2018	BMI Common Stock	1,500
Stock Options	\$ 38.69	11/03/2014		M	600	05/01/2010 05/01/2019	BMI Common Stock	600
Stock Options	\$ 38.41	11/03/2014		M	240	05/07/2011 05/07/2020	BMI Common Stock	240
Stock Options	\$ 36.59	11/03/2014		M	240	05/06/2012 05/06/2021	BMI Common Stock	240
	\$ 36.15	11/03/2014		M	320	05/04/2013 05/04/2022		320

