

BADGER METER INC  
 Form 4  
 February 02, 2015

**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 \*  
**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)  
 01/30/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
|                                 |                                      |  |                                |   |   |  | \$  |
| Common Stock                    | 01/30/2015                           |  | A <sup>(1)</sup>               |   | 34.7964   | A  | 59.35 <sup>(2)</sup>                                  |
| Common Stock                    |                                      |  |                                |   |   |  | 70,100  |
| Common Stock                    |                                      |  |                                |   |   |  | 2,212   |
| Common Stock                    |                                      |  |                                |   |   |  | 630   |
|                                 |                                      |  |                                |   |   | I  | Restricted Stock                                      |
|                                 |                                      |  |                                |   |   | 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options                              | \$ 38.41   |                                      |  |                                |   | 05/07/2011 05/07/2020                                    | BMI Common Stock 240  |   |
| Stock Options                              | \$ 36.59   |                                      |  |                                |   | 05/06/2012 05/06/2021                                    | BMI Common Stock 480  |   |
| Stock Options                              | \$ 36.15   |                                      |  |                                |   | 05/04/2013 05/04/2022                                    | BMI Common Stock 960  |   |
| Stock Options                              | \$ 51.29   |                                      |  |                                |   | 03/01/2014 03/01/2023                                    | BMI Common Stock 945  |   |
| Stock Options                              | \$ 54.36   |                                      |  |                                |   | 03/07/2015 03/07/2024                                    | BMI Common Stock 1,208  |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| SMILEY BEVERLY L P<br>4545 W. BROWN DEER ROAD<br>P.O. BOX 245036<br>MILWAUKEE, WI 53224-9536 |               |           | VP-Controller |       |

## Signatures

Beverly L.  
Smiley

02/02/2015

\_\_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) Represents shares of Badger Meter stock accumulated during 2014 and early 2015 in the participant's ESSOP accounts, including defined contributions and the Company's year-end 401K match.
  - (2) Year end stock price for Badger Meter Common Stock used to calculate the Company's match.

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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