

BADGER METER INC
 Form 4/A
 March 25, 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 *
GOMEZ GREGORY M

(Last) (First) (Middle)
 4545 W. BROWN DEER ROAD
 (Street)

MILWAUKEE, WI 53223

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
03/06/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
03/10/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP-Flow Instrumentation

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	03/06/2015		A	917 A <u>(1)</u>	3,789	I	Restricted Stock
Common Stock					5,657.8895	I	ESSOP
Common Stock					6,530	D	

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

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SEC 1474 (9-02)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 56.66	03/06/2015		A	1,689	03/06/2016	03/06/2025	BMI Common Stock	1,689
Stock Options	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock	4,500
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	1,200
Stock Options	\$ 36.59					05/06/2012	05/06/2021	BMI Common Stock	1,200
Stock Options	\$ 36.15					05/04/2013	05/04/2022	BMI Common Stock	2,400
Stock Options	\$ 51.29					03/01/2014	03/01/2023	BMI Common Stock	1,418
Stock Options	\$ 54.36					03/07/2015	03/07/2024	BMI Common Stock	1,409

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOMEZ GREGORY M
4545 W. BROWN DEER ROAD
MILWAUKEE, WI 53223

VP-Flow Instrumentation

Signatures

Gregory M.
Gomez

03/25/2015

**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) The value of the award will be determined at the closing price on March 6, 2018, the date of vesting.
 - (2) Stock Options are granted on a one-for-one basis.

Remarks:

Due to a clerical error, the Form 4 filed on March 10, 2015 reported the number of options awarded as 1559. The number of o

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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