

Stoll Kimberly K
Form 4
August 28, 2018

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 *
Stoll Kimberly K

(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)
08/27/2018

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-Sales & Marketing

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/27/2018		M	A	\$ 18.075	10,832.002	D
Common Stock	08/27/2018		M	A	\$ 25.645	13,668.002	D
Common Stock	08/27/2018		M	A	\$ 27.18	15,922.002	D
Common Stock	08/27/2018		M	A	\$ 28.33	17,949.002	D
Common Stock	08/27/2018		S	D	\$ 54.824	8,702.002	D

(1)

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Common Stock 4,969.5773 I ESSOP

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	\$ 18.075	08/27/2018		M	2,130	05/04/2013 05/04/2022	BMI Common Stock	2,130
Stock Options	\$ 25.645	08/27/2018		M	2,836	03/01/2014 03/01/2023	BMI Common Stock	2,836
Stock Options	\$ 27.18	08/27/2018		M	2,254	03/07/2015 03/07/2024	BMI Common Stock	2,254
Stock Options	\$ 28.33	08/27/2018		M	2,027	03/06/2016 03/06/2025	BMI Common Stock	2,027
Stock Options	\$ 33.975					03/04/2017 03/04/2026	BMI Common Stock	2,886
Stock Options	\$ 36.45					03/03/2018 03/03/2027	BMI Common Stock	2,607
Stock Options	\$ 48.2					03/02/2019 03/02/2028	BMI Common Stock	2,027

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stoll Kimberly K 4545 W BROWN DEER ROAD MILWAUKEE, WI 53223			VP-Sales & Marketing	

Signatures

Kimberly K.
Stoll

08/28/2018

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).

The price in Column 4 is a weighted average price. Prices actually received ranged from \$54.75 to \$55.05. The reporting person has

- (1) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price for all transactions reported in this Form 4.
- (2) 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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