JOHNSON RICHARD E

Form 4 January 21, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

Expires:

burden hours per response...

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(City)

Common

Stock

may continue.

See Instruction

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 * JOHNSON RICHARD E

2. Issuer Name and Ticker or Trading Symbol

BADGER METER INC [BMI]

5. Relationship of Reporting Person(s) to Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

4545 W. BROWN DEER

(Month/Day/Year)

01/20/2005

below)

_X__ Officer (give title __X__ Other (specify below)

ROAD, P.O. BOX 245036

4. If Amendment, Date Original

Sr. VP-Finance, Treas & CFO / Co-trustee, Officers Voting Tr

(Check all applicable)

6. Individual or Joint/Group Filing(Check

(Street) Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILWAUKEE, WI 53224-9536

(State)

01/20/2005

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

(Zip)

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(Instr. 4) Transaction(s)

Ι

or Amount (D) Price

(2)

(A)

(Instr. 3 and 4)

\$ 115.64

29.26 632.22 (3) **ESSOP**

(9-02)

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	nount	
									lount	
						Date	Expiration isable Date	Or Title Nove	no la cu	
						Exercisable		Title Number	mber	
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
JOHNSON RICHARD E							
4545 W. BROWN DEER ROAD			Sr. VP-Finance, Treas &	Co-trustee, Officers Voting			
P.O. BOX 245036			CFO	Tr			
MILWAUKEE, WI 53224-9536							

Signatures

Richard E.

Johnson 01/21/2005

**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 shares allocated represent the Company's year-end match on employee contributions to their 401(k) Plan accounts.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/04. The price reflects the Company's 2-for-1 stock split as of 12/10/04.
 - Represents shares of Badger Meter, Inc. Common Stock allocated pursuant to the following Badger Meter Employee Benefit Stock Plans: a) Badger Meter Payroll-based Employee Stock Ownership Plan (PAYSOP), and/or, b) Badger Meter Employee Stock Ownership Plan
- (3) (ESOP), and/or c) Badger Meter Savings Plan (a 401(k) Plan). In addition to the shares held in the ESSOP, Mr. Johnson also owns 8,422 shares directly with his spouse, 15,674 shares in the Badger Meter Officers' Voting Trust and 12,700 shares in an IRA account. The share amounts have been adjusted for the Company's 2-for-1 stock split as of 12/10/04.

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.

Reporting Owners 2