FORBES JAMES L

Form 4

February 04, 2005

# FORM 4

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

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

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person [*]<br>**FORBES JAMES L** | 2. Issuer Name **and** Ticker or Trading Symbol<br>**BADGER METER INC [BMI]** | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)　　(First)　　(Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/03/2005 | (Check all applicable)<br>__X__ Director　　_____ 10% Owner<br>_____ Officer (give title　_____ Other (specify below)　　　　　　　　below) |
| 4545 W. BROWN DEER RD., P.O. BOX 245036 | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| MILWAUKEE, WI 53224-9536 | | |
| (City)　　(State)　　(Zip) | | |

**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 | (A) or (D) | Price | | | |
| Common Stock | 02/03/2005 | | S[(1)] | | 1,500 [(1)] | D | $ 31.95 [(2)] | 131,884 [(3)] | D | |
| Common Stock | 02/03/2005 | | S[(1)] | | 500 [(1)] | D | $ 32.02 [(2)] | 131,384 [(3)] | D | |
| Common Stock | 02/04/2005 | | S[(1)] | | 500 [(1)] | D | $ 28 [(2)] | 130,884 [(3)] | D | |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474
(9-02)

**required to respond unless the form displays a currently valid OMB control 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 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr...) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| | | | | Code | V | (A) | (D) | | | | | | | |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| FORBES JAMES L<br>4545 W. BROWN DEER RD.<br>P.O. BOX 245036<br>MILWAUKEE, WI 53224-9536 | X | | | |

## Signatures

| | |
|---|---|
| Richard A. Meeusen<br>Attorney-in-fact | 02/04/2005 |
| **\*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)** Shares sold pursuant to a 10b-5 Plan. Under the Plan, Mr. Forbes has agreed to sell 2,500 shares per month over a two-year period. This amount has been adjusted for the Company's 2-for-1 stock split as of 12/10/04.

**(2)** Price reflects Company's 2-for-1 stock split as of 12/10/04.

**(3)** Shares adjusted for 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.
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