DIX RONALD H Form 4 January 25, 2006

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

January 31,

Check this box if no longer subject to Section 16. Form 4 or Washington, D.C. 20549 Numb

Expires: 2005
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# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person \*\*
DIX RONALD H

(First)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Бунн Б А І

(Middle)

BADGER METER INC [BMI]

3. Date of Earliest Transaction

(Check all applicable)

4545 W BROWN DEER

(Month/Day/Year) 01/23/2006

\_\_X\_\_ Director \_\_\_\_\_ 10% Owner \_\_X\_\_ Officer (give title \_\_X\_\_ Other (specify below)

ROAD, P.O. BOX 245036

Sr. VP-Admin. & Secretary / Co-trustee Officers' Voting Tr

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MILWAUKEE, WI 53224-9536

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect Form: Direct Beneficial (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price

Common Stock 01/23/2006

 $V \stackrel{28.662}{\underset{(1)}{\underline{(1)}}} A \stackrel{\$}{\underset{(2)}{\underbrace{39.24}}} 6,519.182 \stackrel{(3)}{\underset{(4)}{\underline{(3)}}}$ 

**ESSOP** 

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: DIX RONALD H - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3 and 4	)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoun	f	
								or	·	
						Date	Expiration	Title Numbe	r	
						Exercisable	Date	of		
				Code V	(A) (D)			Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
DIX RONALD H 4545 W BROWN DEER ROAD P.O. BOX 245036 MILWALIKEE, WI 53224-9536	X		Sr. VP-Admin. & Secretary	Co-trustee Officers' Voting Tr			

### **Signatures**

Ronald H. Dix 01/25/2006 \*\*Signature of Date Reporting Person

### **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 12/31/05.
- Represents shares of Badger Meter, Inc. Common Stock allocated pursuant to the following Badger Meter Employee Benefit Stock Plans:
- (3) a) Badger Meter Payroll-based Employee Stock Ownership Plan (PAYSOP), and/or, b) Badger Meter Employee Stock Ownership Plan (ESOP), and/or c) Badger Meter Savings Plan (a 401(k) Plan).
- In addition to the shares held in the ESSOP, Mr. Dix owns 51,452 shares directly, of which 43,452 are owned jointly with his wife, 21,000 shares in the Badger Meter Officers' Voting Trust and 750 shares of restricted stock.

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.

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