#### STOLLENWERK JOHN J

Form 4 June 16, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 See Instruction

1(b).

(Last)

Common

Stock

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person \* STOLLENWERK JOHN J

(Middle)

4545 W. BROWN DEER ROAD, P.O. BOX 245036

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

BADGER METER INC [BMI]

3. Date of Earliest Transaction (Month/Day/Year) 06/15/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

D

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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 Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired Transaction(A) or Disposed of

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

(Instr. 3 and 4)

Code Amount (D) Price

29,864

06/15/2006

59,728 (2) (1)

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

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SEC 1474 (9-02)

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

### Edgar Filing: STOLLENWERK JOHN J - Form 4

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock Units	\$ 0	06/15/2006		J	22.154 <u>(3)</u>	08/08/1988	08/08/1988	Common Stock	22.
Phatom Stock Units	\$ 0	06/15/2006		J V	8,437.899 (1)	08/08/1988	08/08/1988	Common Stock	8,43′

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>FB</b>	Director	10% Owner	Officer	Other		
STOLLENWERK JOHN J 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536	X					

## **Signatures**

Richard A. Meeusen attorney-in-fact

06/16/2006

\*\*Signature of 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) Shares adjusted for 2-for-1 stock split payable 6/15/06.
- (2) In addition to the shares that Mr. Stollenwerk owns directly, he and members of his family are beneficiaries of the Dorothy Stollenwerk Trust, for which he is a Trustee, which holds 10,164 shares (adjusted for the 2-for-1 stock split effective 6/15/06) of Badger Meter stock.
- (3) The phantom shares were accrued in Mr. Stollenwerk's account as payment for the June 15, 2006 cash dividend payment of \$0.15/share based on pre-split shares. The units accrued were based on the March 31, 2006 closing price.
- (4) The phantom stock units convert to Common Stock on a 1-for-1 basis based on the prior quarter's closing stock price.

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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