STOLLENWERK JOHN J

Form 4 April 28, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

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OMB APPROVAL

January 31, 2005

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obligations 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(b).

1. Name and A	2. Issuer Name and Ticker or Trading						5. Relationship of Reporting Person(s) to Issuer				
(Last)		(Middle)	Symbol BADGER METER INC [BMI] 3. Date of Earliest Transaction					(Check all applicable)			
4545 W. BR ROAD, P.O.	(Month/Day/Year) 04/27/2009					X Director Officer (give below)		Owner er (specify			
MILWAUK	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non	-De	erivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		Code (Instr. 8	3)	4. Securit n(A) or Di (Instr. 3, 4)	spose	d of (D)	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)
Common Stock	04/27/2009			J(1)		1,110	A	\$ 36.03	64,868	D	
Common Stock									10,164	I	Family Trust

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if			6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	
Security	or Exercise	•	any	Code	of	(Month/Day/Y	(ear)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative					
	Derivative				Securities				
	Security				Acquired (A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom								BMI	
Stock	\$ 0					08/08/1988	08/08/1988		20,695.454
Units	7 -							Stock	_=,,=,=,=
G. 1								BMI	
Stock	\$ 7					05/02/2004	05/02/2013	Common	6,400
Options								Stock	,

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other STOLLENWERK JOHN J X

4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536

Signatures

Richard A. Meeusen 04/28/2009 attorney-in-fact **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).

Date

Shares granted pursuant to the 2007 Director Stock Grant Plan as approved by shareholders on April 27, 2007. According to the Plan, non-employee directors are given an annual grant of Badger Meter Common Stock on the first business day following the Company's annual meeting equal to \$40,000 as rounded down to the nearest whole share based on the closing price of the Company's Common Stock on that day.

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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