Edgar Filing: STOLLENWERK JOHN J - Form 4

STOLLEN Form 4 July 01, 200	WERK JOHN J 09							
FORM Check ti if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	VI 4 this box nger to 16. or filed pur Section 17(AENT OF CH suant to Section (a) of the Public	Washington, D.C. 20549 ANGES IN BENEFICI SECURITIES n 16(a) of the Securities	AL OWNERSHIP OF Exchange Act of 1934, ny Act of 1935 or Sectior	OMB APPROVAL OMB Number: 3235-0287 January 31, 2005 Estimated average burden hours per response 0.5			
	Address of Reporting	Symb	suer Name and Ticker or Tra ol DGER METER INC [BN	Issuer 1	Reporting Person(s) to			
(Last) (First) (Middle) 4545 W. BROWN DEER ROAD, P.O. BOX 245036			te of Earliest Transaction th/Day/Year) 1/2009	_X_ Director	Officer (give title Other (specify			
(Street) 4. If Amendment, Date Orig Filed(Month/Day/Year) MILWAUKEE, WI 53224-9536				al 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(7:)		Person				
1.Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date, any	3. 4. Securities	or Securities Fo D) Beneficially (I d 5) Owned (I Following (I Reported Transaction(s) (Instr. 3 and 4)	. Ownership 7. Nature of orm: Direct Indirect D) or Indirect Beneficial			
Reminder: Re	eport on a separate line	e for each class of	informati required	directly or indirectly. who respond to the collect on contained in this form a to respond unless the forn a currently valid OMB cont	n (9-02)			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (4 or Disposed (D) (Instr. 3, 4, and 5)	ed of				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0	07/01/2009		J <u>(1)</u>	164.63		08/08/1988	08/08/1988	BMI Common Stock	164.63
Stock Options	\$ 7						05/02/2004	05/02/2013	BMI Common Stock	6,400

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
STOLLENWERK JOHN J 4545 W. BROWN DEER RO P.O. BOX 245036 MILWAUKEE, WI 53224-9		Х					
Signatures							
Richard A. Meeusen	07/01/	/2009					

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The phantom stock units were accrued in Mr. Stollenwerk's Badger Meter, Inc. Director Deferred Compensation Plan account as payment (1) for the third quarter rate iner paid to non-amployee directors in the amount of S_{0} (750). The phantom units are computed at the G(30/0)
- for the third quarter retainer paid to non-employee directors in the amount of \$6,750. The phantom units are computed at the 6/30/09 closing price of the Company's stock.
- (2) Price of Badger Meter, Inc. Common Stock at 6/30/09.
- (3) When a director chooses to exit the Director Deferred Compensation Plan all proceeds are paid out in cash.

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.

**Signature of

Reporting Person