ZANDRON DANIEL D

Form 4 July 07, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

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

may continue.

See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person ZANDRON DANIEL D	* 2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]	5. Relationship of Reporting Person(s) to Issuer			
a		(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
4545 W. BROWN DEER	06/12/2009	Officer (give titleX Other (specify			
ROAD, P.O. BOX 245036	00,12,2009	below) below)			
KOAD, 1.0. BOX 243030		Retired Officer			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
	•	_X_ Form filed by One Reporting Person			
MILWALIKEE WI 53224 0536		Form filed by More than One Reporting			

MILWAUKEE, WI 53224-9536

(City)	(State)	Z _{1p)} Table	I - Non-Do	erivative Se	curitie	es Acqu	iired, Disposed of	, or Beneficiall	y 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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	06/15/2009			31.9832	,	(<u>2</u>)	1,188	I	ESSOP
Common Stock	06/17/2009		Z(3)	1,188	D	<u>(2)</u>	0	I	ESSOP
Common Stock	06/17/2009		Z(3)	1,188	A	<u>(2)</u>	9,774.4858	D	

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

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Person

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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. Transactic 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 31.41	06/12/2009		<u>J(4)</u>		960	05/05/2007	05/05/2016	BMI Common Stock	960
Stock Options	\$ 24.94	06/12/2009		<u>J(4)</u>		1,440	05/04/2008	05/04/2017	BMI Common Stock	1,440
Stock Options	\$ 7						05/02/2006	05/02/2013	BMI Common Stock	7,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Retired Officer

Signatures

Richard E. Johnson 07/07/2009 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).
- (1) 2009 dividends accrued in 401(k) account.
- (2) Shares were accumulated in Mr. Zandron's 401(k) account over a period of many years. The shares retain their original stock bases.

Reporting Owners 2

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- (3) Upon retirement on 6/12/09, Mr. Zandron did an in-kind rollover of the shares from his 401(k) account into a self-directed IRA at Robert W. Baird & Co., Inc. where he intends to hold the shares. The shares retain their original stock bases.
- (4) Per the terms of the Badger Meter Stock Option Contract, all non-vested options expire upon retirement.
- (5) Stock Options are granted on a one-for-one basis.

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.