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JOHNSON	RICHARD E										
Form 4											
February 02									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check th if no lon subject to Section Form 4 Form 5 obligation	F CHAN	NGES IN SECUI	BENEFI RITIES	CIA ies Ex	change	ERSHIP OF Act of 1934, 1935 or Sectior	Expires: Estimated burden hou response	urs per			
may con <i>See</i> Inst 1(b).		30(h)	of the Iı	nvestmen	t Company	y Act	of 194	0			
(Print or Type	Responses)										
1. Name and JOHNSON	2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]					5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle)				of Earliest T Day/Year) 2012	•]		(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) Sr. VP-Finance, Treas & CFO			
MILWAUI	(Street) XEE, WI 53224-9	9536		endment, D onth/Day/Yea	Date Original ar)			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	int/Group Fili ne Reporting P	ng(Check erson	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative S	Securi		iired, Disposed of,	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securitie our Disposed (Instr. 3, 4) Amount	d of (Ê))	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	02/01/2012			A <u>(1)</u>	152.556	А	\$ 29.43 (2)	2,132.8375	Ι	ESSOP	
Common Stock								81,092	D		
Common Stock								28,000	D		
Common Stock								5,000	Ι	Restricted Stock	

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 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. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ie	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 7					05/02/2004	05/02/2013	BMI Common Stock	5,000
Stock Options	\$ 18.325					05/09/2006	05/09/2015	BMI Common Stock	4,500
Stock Options	\$ 31.41					05/05/2007	05/05/2016	BMI Common Stock	3,600
Stock Options	\$ 24.94					05/04/2008	05/04/2017	BMI Common Stock	3,600
Stock Options	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock	3,000
Stock Options	\$ 38.69					05/01/2010	05/01/2019	BMI Common Stock	5,400
Stock Options	\$ 38.41					05/07/2011	05/07/2020	BMI Common Stock	3,000
Stock Options	\$ 36.59					05/06/2012	05/06/2021	BMI Common Stock	5,000

8. Pri Deriv Secur (Instr

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSON RICHARD E 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536			Sr. VP-Finance, Treas & CFO				
Signatures							

Richard E. Johnson

02/02/2012

<u>**</u>Signature of Reporting Person

Date

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) Represents shares of Badger Meter, Inc. Common Stock acquired pursuant to the Badger Meter Employee Savings and Stock Ownership Plan (ESSOP). The shares include the Company's annual year-end 401(k) match for 2011.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/2011.

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.