### Edgar Filing: BADGER METER INC - Form 4

#### **BADGER METER INC**

Form 4 May 08, 2014

# FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

	Address of Reporting I N RICHARD E	Symbol	er Name <b>and</b> Ticker or Trading  ER METER INC [BMI]	5. Relationship of Reporting Person(s) to Issuer			
	(First) (N ROWN DEER O. BOX 245036	,	of Earliest Transaction Day/Year) 2014	(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below) Sr. VP-Finance, Treas & CFO			
MILWAU	(Street) KEE, WI 53224-95	Filed(Mo	endment, Date Original nth/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) Tab	le I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) (Instr. 4)  Reported (Instr. 4)  Transaction(s) (Instr. 3 and 4)			

Common **ESSOP** 2,266.9298 Ι Stock

2,000

2,000

J(1)

 $J_{\underline{1}}$ 

Common Stock

05/06/2014

05/06/2014

32,000

91,092

6,802

D

Ι

D

\$

(2)

(2)

Α

D

48.74

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

Restricted

Stock

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SEC 1474 (9-02)

> 8. Pri Deriv Secur (Instr

# 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Yes	e	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	\$ 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
Stock Options	\$ 36.15					05/04/2013	05/04/2022	BMI Common Stock	7,500
Stock Options	\$ 51.29					03/01/2014	03/01/2023	BMI Common Stock	3,150
Stock Options	\$ 54.36					03/07/2015	03/07/2024	BMI Common Stock	3,288

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# **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 05/07/2014

\*\*Signature of Date

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) Restricted Stock granted 5/06/2011, pursuant to the Company's 2011 Omnibus Incentive Plan approved by shareholders 4/29/2011, vested after a three-year holding period. The shares vested at the closing price on 5/06/2014 and were transferred to direct ownership.
- (2) Price of Badger Meter, Inc. Common Stock on 5/06/2014, the date of vesting, was \$48.74/share.

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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