Edgar Filing: GRAS HORST - Form 4

| GRAS HORS Form 4 March 06, 20 | | | | | | | | | | |
|--|------------------|--|--------------------------------------|--|------------|--|---|-----------|--|--|
| FORM | 1 4 | | | | | | - | PPROVAL | | |
| | UNITED STAT | ES SECURITIES A Washington | | | NGE (| COMMISSION | OMB Number: | 3235-0287 | | |
| Check this box if no longer subject to Section 16. Form 4 or | | | | | NERSHIP OF | burden hou | Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 F | Responses) | | | | | | | | | |
| 1. Name and A GRAS HOR | Symbol | 2. Issuer Name and Ticker or Trading ymbol BADGER METER INC [BMI] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) | (First) (Middle) | 3. Date of Earliest T | ransaction | | | (Clied | k all applicable | 5) | | |
| NURTINGE | ER STR. 76 | (Month/Day/Year) 03/02/2018 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) VP-International | | | |
| (Street) 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 | | | | | | |
| NEUFFEN, | 2M 72639 | | | | | | Aore than One Ro | | | |
| (City) | (State) (Zip) | Table I - Non-I | Derivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficial | lly Owned | | |
| 1.Title of Security (Instr. 3) | any | veemed 3. ttion Date, if Transact Code th/Day/Year) (Instr. 8) | 4. Securi ionAcquired Disposed | ties l (A) c l of (D 4 and (A) or | or)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | - | | |
| Common Stock | 03/02/2018 | A <u>(1)</u> | 579 | А | \$0 | 12,177.232 | D | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Securities | 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 | \$ 48.2 | 03/02/2018 | | А | 1,540 | 03/02/2019(2) | 03/02/2028 | BMI Common Stock | 1,540 |
| Stock Options | \$ 25.645 | | | | | 03/01/2014 | 03/01/2023 | BMI Common Stock | 473 |
| Stock Options | \$ 27.18 | | | | | 03/07/2015 | 03/07/2024 | BMI Common Stock | 967 |
| Stock Options | \$ 28.33 | | | | | 03/06/2016 | 03/06/2025 | BMI Common Stock | 1,450 |
| Stock Options | \$ 33.975 | | | | | 03/04/2017 | 03/04/2026 | BMI Common Stock | 1,652 |
| Stock Options | \$ 36.45 | | | | | 03/03/2018 | 03/03/2027 | BMI Common Stock | 1,981 |

Reporting Owners

| Reporting Owner Name / Addre | ess | Relationships | | | | | | |
|--|------------|---------------|------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| GRAS HORST NURTINGER STR. 76 NEUFFEN, 2M 72639 | | | VP-International | | | | | |
| Signatures | | | | | | | | |
| Horst E. Gras | 03/06/2018 | | | | | | | |
| **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) Restricted stock granted March 2, 2018 to reporting person under the 2011 Omnibus Incentive Plan. The restricted stock vests 100% on the third anniversary of the date of grant.
- (2) Grant to reporting person of option to buy shares under the 2011 Omnibus Incentive Plan. This option vests and becomes exercisable in 20% increments on March 2, 2019, 2020, 2021, 2022 and 2023, respectively.

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.