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BADGER METER INC
Form 8-K
November 23, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) NOVEMBER 18, 2005

BADGER METER, INC.
(Exact name of Registrant as Specified in Charter)

WISCONSIN	1-6706	39-0143280
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4545 W. BROWN DEER RD., MILWAUKEE, WISCONSIN	53223
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (414) 355-0400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

Item 1.01 Entry into a Material Definitive Agreement.

On November 18, 2005, the Board of Directors of Badger Meter, Inc. (the "Company") approved an Executive Supplemental Plan for Key Employees, effective January 1, 2005, which is attached hereto as Exhibit 10.1. At this time the initial participants, as specified by the Corporate Governance Committee of the Company's Board of Directors, are Richard A. Meeusen, the Company's Chairman, President and Chief Executive Officer, and Richard E. Johnson, the Company's Senior Vice President - Finance, Chief Financial Officer

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and Treasurer.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

The exhibit listed in the accompanying Exhibit Index is filed as part of this Current Report on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BADGER METER, INC.

Date: _____, 2005

By: _____

Richard E. Johnson
Senior Vice President - Finance and
Treasurer
Chief Financial Officer

Exhibit Index to Current Report on Form 8-K
Dated November 18, 2005

Exhibit
Number

Description

10.1 Badger Meter, Inc. Executive Supplemental Plan for Key Employees, dated January 1, 2005, between Badger Meter, Inc. and Richard A. Meeusen and Richard E. Johnson.