

BADGER METER INC
Form 4
March 07, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
MEEUSEN RICHARD A

(Last) (First) (Middle)
4545 W BROWN DEER ROAD, P.O. BOX 245036
(Street)

MILWAUKEE, WI 53224-9536

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BADGER METER INC [BMI]

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/06/2017		M		9,600 A \$ 26.405	216,812	D
Common Stock	03/06/2017		M		7,312 A \$ 19.345	224,124	D
Common Stock	03/06/2017		S		16,912 D \$ 36.0086 <u>(1)</u>	207,212	D
Common Stock						8,426.4521	I ESSOP
Common Stock						42,558	I Restricted Stock

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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. Transaction 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)	8. Amount or Number of Shares
Stock Options	\$ 26.405	03/06/2017		M	9,600	05/02/2009 05/02/2018	BMI Common Stock	9,600
Stock Options	\$ 19.345	03/06/2017		M	7,312	05/01/2010 05/01/2019	BMI Common Stock	7,312
Stock Options	\$ 19.205					05/07/2011 05/07/2020	BMI Common Stock	20,400
Stock Options	\$ 18.295					05/06/2012 05/06/2021	BMI Common Stock	26,600
Stock Options	\$ 18.075					05/04/2013 05/04/2022	BMI Common Stock	37,600
Stock Options	\$ 25.645					03/01/2014 03/01/2023	BMI Common Stock	22,734
Stock Options	\$ 27.18					03/07/2015 03/07/2024	BMI Common Stock	23,624
Stock Options	\$ 28.33					03/06/2016 03/06/2025	BMI Common Stock	24,176
Stock Options	\$ 33.975					03/04/2017 03/04/2026	BMI Common	20,658

