JOHNSON RICHARD E

Form 4

January 25, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

2005

0.5

January 31, Expires:

Estimated average

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON RICHARD E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BADGER METER INC [BMI]

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner _X__ Officer (give title __X__ Other (specify

(Check all applicable)

4545 W. BROWN DEER ROAD, P.O. BOX 245036

(Month/Day/Year)

01/23/2006

below) below) Sr. VP-Finance, Treas & CFO / Co-trustee,

Officers Voting Tr

(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 Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MILWAUKEE, WI 53224-9536

(State)

(Zip)

							•	, .		•
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securitie	es Acqu	uired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transa	ectio	nor Dispose	d of (D))	Securities	Ownership	Indirect
(Instr. 3)		any	Code		(Instr. 3, 4	and 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr.	8)				Owned	Direct (D)	Ownership
								Following	or Indirect	(Instr. 4)
						(4)		Reported	(I)	
						(A)		Transaction(s)	(Instr. 4)	
			C 1	3 7		or	ъ.	(Instr. 3 and 4)		
			Code	V	Amount	(D)	Price			
Common					87.8152		\$	720.0352 (3)		
	01/23/2006		A	V	(1)	A	39.24	(4)	I	ESSOP
Stock					(1)		(2)	(1)		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3 and 4)	Own
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoun	f	
								or	·	
						Date	Expiration	Title Numbe	r	
						Exercisable	Date	of	ı	
				Code V	(A) (D)			Shares		

Reporting Owners

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

Signatures

Richard E.

Johnson 01/25/2006 **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) The shares allocated represent the Company's year-end match on employee contributions to their 401(k) Plan accounts.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/05.
- Represents shares of Badger Meter, Inc. Common Stock allocated pursuant to the following Badger Meter Employee Benefit Stock Plans: (3) a) Badger Meter Payroll-based Employee Stock Ownership Plan (PAYSOP), and/or, b) Badger Meter Employee Stock Ownership Plan (ESOP), and/or c) Badger Meter Savings Plan (a 401(k) Plan).
- In addition to the shares held in the ESSOP, Mr. Johnson also owns 12,796 shares directly with his spouse, 16,000 shares in the Badger Meter Officers' Voting Trust, 14,000 shares in an IRA account and 750 shares of restricted stock.

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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