Edgar Filing: BADGER METER INC - Form 4

BADGER MI	ETER INC											
Form 4												
May 09, 2006	•											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287			
Check this if no longe	A #									Expires:	January 31, 2005	
subject to STATEMENT OF CHANGES I					S IN BENEFICIAL OWNERSHIP OF CURITIES					Estimated a burden hou	Estimated average burden hours per	
Form 4 or 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								0.5				
(Print or Type Ro	esponses)											
MEEUSEN RICHARD A Symbol Issuer						-	f Reporting Person(s) to					
BADGER METER INC					R INC [E	BMI]	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
(Month/l 4545 W BROWN DEER 05/05/2 ROAD, P.O. BOX 245036				/Day/Year) 2006					_X_ Director10% Owner _X_ Officer (give title _X_ Other (specify below) below) Chairman, President & CEO / Co-trustee, Officers Voting Tr			
	(Street)		4. If Amen	dment, D	Date	e Original			6. Individual or J	oint/Group Filiı	1g(Check	
				th/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabla	I Non	Do	rivativa S	oouri	tion A a	quired, Disposed o	f or Bonoficial	ly Ownod	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	Date 2A. Dee ar) Execution any		3. Transac Code (Instr. 8)	tioı)	4. Securit nAcquired Disposed	ties (A) o of (D	r)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/05/2006			A <u>(1)</u>		3,300	А	<u>(2)</u>	4,400 <u>(3)</u>	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 Derivat Securit (Instr. 3	ive Conversion y or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 1 5 ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Righ to Buy	ns \$ 62.82	05/05/2006		J <u>(4)</u>	2,700	05/05/2007	05/05/2016	Common Stock	2,700	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MEEUSEN RICHARD A 4545 W BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536	Х		Chairman, President & CEO	Co-trustee, Officers Voting Tr			

Signatures

Richard A. 05/09/2006 Meeusen <u>**</u>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 pursuant to the 2005 Restricted Stock Plan approved by shareholders on April 29, 2005.
- (2) The value of the award will be determined at the closing price on May 5, 2009 the date of vesting.
- (3) In addition to the Restricted Stock granted to Mr. Meeusen, he also owns 53,532 shares directly and 1,600 shares in the Company's ESSOP.
- (4) Stock options granted pursuant to the Company's Stock Option Plans approved by shareholders.
- (5) Stock Options are granted on a one-for-one basis.
- (6) In addition to the 2,700 stock options granted May 5, 2006, the reporting person has options to acquire 51,700 additional shares of Common Stock at varying grant prices and vesting schedules over a ten-year period.

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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