Edgar Filing: BADGER METER INC - Form 4

BADGER METER INC

Form 4

January 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

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

Check this box

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).

(Print or Type Responses)

1. Name and Ad STOLLENW	Symbol	•			5. Relationship of Reporting Person(s) to Issuer			
(Last) 4545 W. BRO ROAD, P.O.		iddle) 3. Date o (Month/l	BADGER METER INC [BMI] 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2008			(Che_X_ Director Officer (gives below)		e) 6 Owner er (specify
MILWAUKI	(Street) EE, WI 53224-95	Filed(Mo	endment, Dai onth/Day/Year)	Č		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	•	erson
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. SecurionAcquirect Disposed (Instr. 3,	(A) or (A) or (A) or (A) or (A)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock						61,879	D	
Common Stock						10,164	I	Family Trust

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat	Expiration Date U		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	
Phantom Stock Units	\$ 0	01/01/2008		<u>J(1)</u>	127.92	08/08/1988	08/08/1988	BMI Common Stock	127.92	
Stock Options	\$ 7					05/02/2004	05/02/2013	BMI Common Stock	6,400	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
STOLLENWERK JOHN J 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536	X				

Signatures

Richard A. Meeusen attorney-in-fact

01/02/2008

**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).
- The phantom stock units were accrued in Mr. Stollenwerk's Badger Meter, Inc. Director Deferred Compensation Plan account as payment
- (1) for the first quarter 2008 retainer paid to non-employee directors in the amount of \$5,750. The phantom units are computed at the 12/31/07 closing price of the Company's stock.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/07.
- (3) When a director chooses to exit the Director Deferred Compensation Plan all proceeds are paid out in cash.

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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