#### Edgar Filing: BADGER METER INC - Form 4

#### **BADGER METER INC**

Form 4

January 23, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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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

(Print or Type Responses)

1(b).

	Address of Repo	_	2. Issuer Name Symbol	e and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	BADGER M 3. Date of Earlie	ETER INC [BMI]	(Check all applicable)			
4545 W. BI	ROWN DEED D. BOX 2450	₹ .	(Month/Day/Ye 01/22/2008		Director 10% Owner Other (specify below) VP-Controller			
	(Street)		4. If Amendmen Filed(Month/Day	·	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MILWAUF	KEE, WI 532	24-9536			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1 Title of	2. Transaction	Date 2A Deer	med 3.	4 Securities Acquired	5. Amount of 6. 7. Nature o			

(City)	(State)	Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	uired, Disposed o	f, 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)	3. Transaction Code (Instr. 8)	4. Securiti on(A) or Dis (Instr. 3, 4)	posed	of (D)	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	01/22/2008		A(1)	8.4422	A	44.95 (2)	5,685.9883	I	ESSOP
Common Stock							64,200	D	
Common Stock							5,600	I	Restricted Stock
Common Stock							600	I	Family

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

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SEC 1474 (9-02)

# 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and 2 Underlying 3 (Instr. 3 and	Securities	8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 7					05/02/2004	05/02/2013	BMI Common Stock	7,200	
Stock Options	\$ 7					05/02/2004	05/02/2013	BMI Common Stock	3,200	
Stock Options	\$ 10.0625					07/16/2000	07/16/2009	BMI Common Stock	5,000	
Stock Options	\$ 18.325					05/09/2006	05/09/2015	BMI Common Stock	3,600	
Stock Options	\$ 31.41					05/05/2007	05/05/2016	BMI Common Stock	1,800	
Stock Options	\$ 24.94					05/04/2008	05/04/2017	BMI Common Stock	1,800	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

**VP-Controller** 

Reporting Owners 2

SMILEY BEVERLY L P 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536

### **Signatures**

Beverly L. 01/23/2008 Smiley

\*\*Signature of
Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of Badger Meter, Inc. Common Stock allocated pursuant to the Badger Meter Employee Savings and Stock Ownership Plan (ESSOP). The shares represent the Company's annual year-end 401(k) match for 2007.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/07.

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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