

BADGER METER INC  
Form 4  
March 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Stoll Kimberly K

(Last) (First) (Middle)  
4545 W BROWN DEER ROAD  
(Street)

MILWAUKEE, WI 53223

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2016

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)  
VP-Sales & Marketing

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	03/01/2016		J <sup>(1)</sup>		900	D	2	1,689	I	Restricted Stock
Common Stock	03/01/2016		J <sup>(1)</sup>		900	A		\$ 66.71 2	D	
Common Stock	03/02/2016		S		335	D		\$ 66.2799 3	D	
Common Stock								2,075.6278	I	ESSOP

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.

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. 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 38.41					05/07/2011 05/07/2020	BMI Common Stock 240	
Stock Options	\$ 36.59					05/06/2012 05/06/2021	BMI Common Stock 800	
Stock Options	\$ 36.15					05/04/2013 05/04/2022	BMI Common Stock 1,440	
Stock Options	\$ 51.29					03/01/2014 03/01/2023	BMI Common Stock 1,418	
Stock Options	\$ 54.36					03/07/2015 03/07/2024	BMI Common Stock 1,409	
Stock Options	\$ 56.66					03/06/2016 03/06/2025	BMI Common Stock 1,689	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other  
VP-Sales & Marketing

Stoll Kimberly K  
4545 W BROWN DEER ROAD  
MILWAUKEE, WI 53223

## Signatures

Kimberly K.  
Stoll

03/03/2016

\*\*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).
- (1) Restricted Stock granted 3/1/2013, pursuant to the Company's 2011 Omnibus Incentive Plan approved by shareholders 4/29/2011, vested after a three-year holding period. The shares vested at the closing price on 3/1/2016 and were transferred to direct ownership.
  - (2) Price of Badger Meter, Inc. Common Stock on 3/1/2016, the date of vesting, was \$66.71/share.  
  
The price in Column 4 is a weighted average price. The shares of common stock were sold in multiple block transactions at prices ranging from \$66.23 to \$66.32 per share, inclusive. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold in the block transactions at each price within the range.
  - (3)

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.