#### JOHNSON RICHARD E

Form 4 May 11, 2010

## FORM 4

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

**OMB APPROVAL** OMB

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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).

(Print or Type Responses)

1. Name and A JOHNSON	Symbol	2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle) 3. Date o	f Earliest Tr Day/Year)		(Cl Director	heck all applicab	ŕ	
	ROWN DEER D. BOX 245036	05/07/2	•		below)	give titleOt below) -Finance, Treas &	` 1	
	(Street)	4. If Ame	ndment, Da	te Original	6. Individual or	r Joint/Group Fil	ing(Check	
MILWAU	KEE, WI 53224-9	,	nth/Day/Year	)		by One Reporting I y More than One F		
(City)	(State)	(Zip) Tab	e I - Non-D	erivative Securities A	cquired, Disposed	l of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. +)	(msu. 4)
Common Stock	05/07/2010		A(1)	1,200	A	<u>(2)</u>	4,000	I	Restricted Stock
Common Stock							1,878.7028	I	ESSOP
Common Stock							77,592	D	
Common Stock							28,000	D	

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

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Securitie	rative es d d of	6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Stock Options	\$ 38.41	05/07/2010		A(3)	3,000		05/07/2011	05/07/2020	BMI Common Stock	3,000
Stock Options	\$ 7						05/02/2004	05/02/2013	BMI Common Stock	5,000
Stock Options	\$ 18.325						05/09/2006	05/09/2015	BMI Common Stock	4,500
Stock Options	\$ 31.41						05/05/2007	05/05/2016	BMI Common Stock	3,600
Stock Options	\$ 24.94						05/04/2008	05/04/2017	BMI Common Stock	3,600
Stock Options	\$ 52.81						05/02/2009	05/02/2018	BMI Common Stock	3,000
Stock Options	\$ 7						05/02/2006	05/02/2013	BMI Common Stock	2,500
Stock Options	\$ 38.69						05/01/2010	05/01/2019	BMI Common Stock	5,400

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSON RICHARD E 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536

Sr. VP-Finance, Treas & CFO

## **Signatures**

Richard E.

Johnson 05/11/2010

\*\*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) Restricted Stock granted pursuant to the Company's Restricted Stock Plan as approved by shareholders.
- (2) The value of the award will be determined at the closing price on May 7, 2013, the date of vesting.
- (3) Stock options granted pursuant to the Company's 2003 Stock Option Plan approved by shareholders.
- (4) Stock Options are granted on a one-for-one basis.

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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