

BADGER METER INC
Form 4
December 14, 2015

FORM 4

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

OMB APPROVAL

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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)
12/11/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/11/2015 | | J ⁽¹⁾ | 1,742 D \$ 0 | 250 | D | |
| Common Stock | 12/11/2015 | | J ⁽¹⁾ | 1,742 A \$ 0 | 1,742 | D | |
| Common Stock | 12/11/2015 | | P | 1,293 A \$ 58.5 | 3,035 | D | |
| Common Stock | | | | | 1,831.464 | I | ESSOP |
| Common Stock | | | | | 2,589 | I | Restricted Stock |

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

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(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 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

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

VP-Sales & Marketing

Signatures

Kimberly K.
Stoll

12/14/2015

**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) This journal is to reflect a separation between shares held individually and shares held jointly.

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