

BERGUM WILLIAM R A
 Form 4
 March 06, 2019

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 *
BERGUM WILLIAM R A

 (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)
03/05/2019

 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-Gen. Counsel and Secretary

 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/05/2019 | | S | | 842 | D | \$ 58.4545 (1) |
| Common Stock | | | | | 13,326.2423 | I | ESSOP |

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

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SEC 1474 (9-02)

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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. 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 | \$ 18.075 | | | | | 05/04/2013 | 05/04/2022 | BMI Common Stock | 1,500 |
| Stock Options | \$ 25.645 | | | | | 03/01/2014 | 03/01/2023 | BMI Common Stock | 2,362 |
| Stock Options | \$ 27.18 | | | | | 03/07/2015 | 03/07/2024 | BMI Common Stock | 2,416 |
| Stock Options | \$ 28.33 | | | | | 03/06/2016 | 03/06/2025 | BMI Common Stock | 2,416 |
| Stock Options | \$ 33.975 | | | | | 03/04/2017 | 03/04/2026 | BMI Common Stock | 2,064 |
| Stock Options | \$ 36.45 | | | | | 03/03/2018 | 03/03/2027 | BMI Common Stock | 1,981 |
| Stock Options | \$ 48.2 | | | | | 03/02/2019 | 03/02/2028 | BMI Common Stock | 1,621 |
| Stock Options | \$ 59.85 | | | | | 03/01/2020 | 03/01/2029 | BMI Common Stock | 1,648 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

