

BADGER METER INC
Form 4
June 27, 2007

FORM 4

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

OMB APPROVAL

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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 *
DIX RONALD H

(Last) (First) (Middle)

4545 W BROWN DEER ROAD, P.O. BOX 245036

(Street)

MILWAUKEE, WI 53224-9536

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2007

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)
Sr. VP-Admin. / Co-trustee Officers' Voting Tr

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	06/26/2007		M		600 A \$ 5.7475	93,200	D
Common Stock	06/26/2007		G ⁽¹⁾		600 D \$ 25.63	92,600 ⁽²⁾	D
Common Stock						13,196.3945	I
Common Stock						25,000	I
						41,000	D

ESSOP
Officers' Voting Trust

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Common
Stock

Common
Stock

7,500

I

Restricted
Stock

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. 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. F	9. P
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 5.7475	06/26/2007		M	600	01/29/2003	01/29/2012	BMI Common Stock	600
Stock Options	\$ 7					05/02/2004	05/02/2013	BMI Common Stock	24,000
Stock Options	\$ 7					05/02/2004	05/02/2013	BMI Common Stock	10,000
Stock Options	\$ 7.125					05/18/2002	05/18/2011	BMI Common Stock	20,000
Stock Options	\$ 10.0625					07/16/2000	07/16/2009	BMI Common Stock	14,000
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	3,600

Stock								Stock
Options	\$ 24.94							BMI
					05/04/2008	05/04/2017	Common	3,600
							Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIX RONALD H 4545 W BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536	X		Sr. VP-Admin.	Co-trustee Officers' Voting Tr

Signatures

Ronald H. Dix 06/27/2007

 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) Shares gifted to reporting person's three adult children (200 shares each). Reporting person disclaims beneficial interest in the shares.
- (2) Shares held jointly with spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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