

BADGER METER INC

Form 4/A

March 25, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON RICHARD E

(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)  
03/06/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
03/10/2015

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Sr. VP-Finance, Treas &amp; CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/06/2015                              |                                                             | A                                       | 1,764 A                                                                    | 8,566                                                                                                              | I                                                                    | Restricted<br>Stock                                               |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 2,336.2661                                                                                                         | I                                                                    | ESSOP                                                             |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 90,692                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 32,000                                                                                                             | D                                                                    |                                                                   |

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                               |
| Stock Options                              | \$ 56.66                                               | 03/06/2015                           |                                                    | A                              | 3,249                                                                                   | 03/06/2016 03/06/2025                                    | BMI Common Stock                                              | 3,249                         |
| Stock Options                              | \$ 52.81                                               |                                      |                                                    |                                |                                                                                         | 05/02/2009 05/02/2018                                    | BMI Common Stock                                              | 3,000                         |
| Stock Options                              | \$ 38.69                                               |                                      |                                                    |                                |                                                                                         | 05/01/2010 05/01/2019                                    | BMI Common Stock                                              | 5,400                         |
| Stock Options                              | \$ 38.41                                               |                                      |                                                    |                                |                                                                                         | 05/07/2011 05/07/2020                                    | BMI Common Stock                                              | 3,000                         |
| Stock Options                              | \$ 36.59                                               |                                      |                                                    |                                |                                                                                         | 05/06/2012 05/06/2021                                    | BMI Common Stock                                              | 5,000                         |
| Stock Options                              | \$ 36.15                                               |                                      |                                                    |                                |                                                                                         | 05/04/2013 05/04/2022                                    | BMI Common Stock                                              | 7,500                         |
| Stock Options                              | \$ 51.29                                               |                                      |                                                    |                                |                                                                                         | 03/01/2014 03/01/2023                                    | BMI Common Stock                                              | 3,150                         |
| Stock Options                              | \$ 54.36                                               |                                      |                                                    |                                |                                                                                         | 03/07/2015 03/07/2024                                    | BMI Common Stock                                              | 3,288                         |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                             |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer                     | Other |
| JOHNSON RICHARD E<br>4545 W. BROWN DEER ROAD<br>P.O. BOX 245036<br>MILWAUKEE, WI 53224-9536 |               |           | Sr. VP-Finance, Treas & CFO |       |

## Signatures

Richard E.  
Johnson 03/25/2015

\*\*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) The value of the award will be determined at the closing price on March 6, 2018, the date of vesting.
- (2) Stock Options are granted on a one-for-one basis.

### Remarks:

Due to a clerical error, the Form 4 filed on March 10, 2015 reported the number of options awarded as 2998. The number of o

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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