

BERGUM WILLIAM R A
Form 4
March 05, 2012

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)
03/01/2012

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 03/01/2012 | | I(1) | | 1,602.2612 | A | \$ 31.85 | |
| Common Stock | 03/02/2012 | | I(1) | | 253.6494 | A | \$ 30.92 | |
| Common Stock | | | | | | | 2,200 | |
| Common Stock | | | | | | | 3,710 | |
| | | | | | | | I | Restricted Stock |
| | | | | | | | D | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options | \$ 31.41 | | | | | 05/05/2007 05/05/2016 | BMI Common Stock | 6,000 |
| Stock Options | \$ 24.94 | | | | | 05/04/2008 05/04/2017 | BMI Common Stock | 1,800 |
| Stock Options | \$ 52.81 | | | | | 05/02/2009 05/02/2018 | BMI Common Stock | 1,500 |
| Stock Options | \$ 38.69 | | | | | 05/01/2010 05/01/2019 | BMI Common Stock | 3,000 |
| Stock Options | \$ 38.41 | | | | | 05/07/2011 05/07/2020 | BMI Common Stock | 1,200 |
| Stock Options | \$ 36.59 | | | | | 05/06/2012 05/06/2021 | BMI Common Stock | 1,200 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
VP-Gen. Counsel and Secretary

BERGUM WILLIAM R A
4545 W. BROWN DEER ROAD
MILWAUKEE, WI 53223

Signatures

William R.A. 03/05/2012
Bergum

__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) Mr. Bergum elected to make an intra-fund transfer from other 401(k) investment options into the Badger Meter Stock Fund.

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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