

BADGER METER INC

Form 4

February 02, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SERDYSKI RAYMOND G

(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)  
01/29/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP-Manufacturing

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 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                    | 01/29/2016                           |  | A <sup>(1)</sup>               |   | 181.3929 | A \$ 58.59 <sup>(2)</sup> | 10,947.492  | I  | ESSOP   |
| Common Stock                    |                                      |  |                                |   |          |                           | 2,300   | D  |   |
| Common Stock                    |                                      |  |                                |   |          |                           | 2,068   | I  | Restricted Stock                                      |

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pri                 |  |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|------------------------|--|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Options                                    | \$ 52.81   |   |   |                                      |  |  |     | 05/02/2009  | 05/02/2018         | BMI<br>Common<br>Stock | 4,500                                  |
| Stock<br>Options                                    | \$ 38.69   |   |   |                                      |  |  |     | 05/01/2010  | 05/01/2019         | BMI<br>Common<br>Stock | 3,000                                  |
| Stock<br>Options                                    | \$ 38.41   |   |   |                                      |  |  |     | 05/07/2011  | 05/07/2020         | BMI<br>Common<br>Stock | 1,200                                  |
| Stock<br>Options                                    | \$ 36.59   |   |   |                                      |  |  |     | 05/06/2012  | 05/06/2021         | BMI<br>Common<br>Stock | 1,200                                  |
| Stock<br>Options                                    | \$ 36.15   |   |   |                                      |  |  |     | 05/04/2013  | 05/04/2022         | BMI<br>Common<br>Stock | 1,600                                  |
| Stock<br>Options                                    | \$ 51.29   |   |   |                                      |  |  |     | 03/01/2014  | 03/01/2023         | BMI<br>Common<br>Stock | 1,181                                  |
| Stock<br>Options                                    | \$ 54.36   |   |   |                                      |  |  |     | 03/07/2015  | 03/07/2024         | BMI<br>Common<br>Stock | 1,208                                  |
| Stock<br>Options                                    | \$ 56.66   |   |   |                                      |  |  |     | 03/06/2016  | 03/06/2025         | BMI<br>Common<br>Stock | 1,208                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                             |
|---|---|
|   | Director    10% Owner    Officer    Other |
| SERDYNski RAYMOND G<br>4545 W. BROWN DEER ROAD<br>MILWAUKEE, WI 53223 | VP-Manufacturing                          |

## Signatures

|  |                     |
|--|---------------------|
| Raymond G.<br>Serdynski                            | 02/02/2016          |
| <small>**Signature of<br/>Reporting Person</small> | <small>Date</small> |

## 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) Represents shares of Badger Meter stock accumulated during 2015 and early 2016 in the participant's ESSOP accounts, including defined contributions and the Company's year-end 401K match.
- (2) Year end stock price for Badger Meter Common Stock used to calculate the Company's match.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.