

BADGER METER INC

Form 4

March 06, 2017

**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  
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response... 0.5

(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)  
**03/03/2017**

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-Finance, Treas & CFO

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 Ownership (Instr. 4)
Common Stock	03/03/2017		A	2,062 A	11,460	I	Restricted Stock
Common Stock					4,967.2175	I	ESSOP
Common Stock					159,984	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  
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SEC 1474  
(9-02)

number.

**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	\$ 36.45	03/03/2017		A	5,215	03/03/2018	03/03/2027	BMI Common Stock 5,215
Stock Options	\$ 18.295					05/06/2012	05/06/2021	BMI Common Stock 2,000
Stock Options	\$ 18.075					05/04/2013	05/04/2022	BMI Common Stock 6,000
Stock Options	\$ 25.645					03/01/2014	03/01/2023	BMI Common Stock 3,780
Stock Options	\$ 27.18					03/07/2015	03/07/2024	BMI Common Stock 5,262
Stock Options	\$ 28.33					03/06/2016	03/06/2025	BMI Common Stock 6,498
Stock Options	\$ 33.975					03/04/2017	03/04/2026	BMI Common Stock 5,552

## Reporting Owners

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

MILWAUKEE, WI 53224-9536

## Signatures

Richard E.

Johnson

03/06/2017

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 3, 2020, the date of vesting.
- (2) Stock Options are granted on a one-for-one basis.

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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