

MEEUSEN RICHARD A

Form 4

February 01, 2018

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MEEUSEN RICHARD A

(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)  
01/30/2018

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)

Chairman, President &amp; CEO

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                    | 01/30/2018                           |                                                    | A <sup>(1)</sup>               |                                                                   | 65.0541 | A 47.8 <sup>(2)</sup> | 8,491.5062                                                                                    | I                                                        | ESSOP                                                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   |         |                       | 153,620                                                                                       | D                                                        |                                                       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

# Edgar Filing: MEEUSEN RICHARD A - Form 4

**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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>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<br>Deriv<br>Secur<br>(Instr |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options                                    | \$ 25.645                                                             |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/01/2014                                                          | 03/01/2023         | BMI<br>Common<br>Stock             | 22,734                              |
| Stock<br>Options                                    | \$ 19.205                                                             |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 05/07/2011                                                          | 05/07/2020         | BMI<br>Common<br>Stock             | 20,400                              |
| Stock<br>Options                                    | \$ 18.295                                                             |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 05/06/2012                                                          | 05/06/2021         | BMI<br>Common<br>Stock             | 26,600                              |
| Stock<br>Options                                    | \$ 18.075                                                             |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 05/04/2013                                                          | 05/04/2022         | BMI<br>Common<br>Stock             | 37,600                              |
| Stock<br>Options                                    | \$ 27.18                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/07/2015                                                          | 03/07/2024         | BMI<br>Common<br>Stock             | 23,624                              |
| Stock<br>Options                                    | \$ 28.33                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/06/2016                                                          | 03/06/2025         | BMI<br>Common<br>Stock             | 24,176                              |
| Stock<br>Options                                    | \$ 33.975                                                             |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/04/2017                                                          | 03/04/2026         | BMI<br>Common<br>Stock             | 20,658                              |
| Stock<br>Options                                    | \$ 36.45                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/03/2018                                                          | 03/03/2027         | BMI<br>Common<br>Stock             | 20,340                              |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

MEEUSEN RICHARD A  
4545 W BROWN DEER ROAD  
P.O. BOX 245036  
MILWAUKEE, WI 53224-9536

X

Chairman, President & CEO

## Signatures

Richard A.  
Meeusen

02/01/2018

\_\_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) Represents shares of Badger Meter stock accumulated during 2017 and early 2018 in the participant's 401k component of the ESSOP, including contributions and 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.

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