

JOHNSON RICHARD E  
Form 4  
May 05, 2009

**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 \*  
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)  
05/01/2009

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 \_\_\_\_\_ 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>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 05/01/2009                              |   | A <sup>(1)</sup>                        | 1,800 A <u>2</u>   | 9,200  | I  | Restricted<br>Stock                     |
| Common<br>Stock                       |   |   |   |  | 1,773.1299   | I  | ESSOP                                   |
| Common<br>Stock                       |   |   |   |  | 71,192   | D  |   |
| Common<br>Stock                       |   |   |   |  | 28,000   | 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 (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                              | \$ 38.69   | 05/01/2009                           |  | A <sup>(3)</sup>               | 5,400  | 05/01/2010 05/01/2019                                    | BMI Common Stock  | 5,400                         |
| Stock Options                              | \$ 7   |                                      |  |                                |  | 05/02/2004 05/02/2013                                    | BMI Common Stock  | 5,000                         |
| Stock Options                              | \$ 18.325  |                                      |  |                                |  | 05/09/2006 05/09/2015                                    | BMI Common Stock  | 4,500                         |
| Stock Options                              | \$ 31.41   |                                      |  |                                |  | 05/05/2007 05/05/2016                                    | BMI Common Stock  | 3,600                         |
| Stock Options                              | \$ 24.94   |                                      |  |                                |  | 05/04/2008 05/04/2017                                    | BMI Common Stock  | 3,600                         |
| Stock Options                              | \$ 52.81   |                                      |  |                                |  | 05/02/2009 05/02/2018                                    | BMI Common Stock  | 3,000                         |
| Stock Options                              | \$ 7   |                                      |  |                                |  | 05/02/2006 05/02/2013                                    | BMI Common Stock  | 2,500                         |

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

Sr. VP-Finance, Treas & CFO

## Signatures

Richard E.  
Johnson

05/05/2009

\_\_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) Restricted Stock granted pursuant to the Company's Restricted Stock Plans as approved by shareholders.
- (2) The value of the award will be determined at the closing price on May 1, 2012, the date of vesting.
- (3) Non-qualified stock option granted pursuant to the Company's 1999 and 2003 Stock Option Plans approved by shareholders. Option vests at a rate of 20 percent/year and expires 10 years from the date of grant.
- (4) 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.  
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.