

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 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	\$ 38.69					Date Exercisable: 05/01/2010 Expiration Date: 05/01/2019	BMI Common Stock	7,000
Stock Options	\$ 38.41					Date Exercisable: 05/07/2011 Expiration Date: 05/07/2020	BMI Common Stock	1,200
Stock Options	\$ 36.59					Date Exercisable: 05/06/2012 Expiration Date: 05/06/2021	BMI Common Stock	2,000
Stock Options	\$ 36.15					Date Exercisable: 05/04/2013 Expiration Date: 05/04/2022	BMI Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stoll Kimberly K 4545 W BROWN DEER ROAD MILWAUKEE, WI 53223			VP-Sales & Marketing	

Signatures

Kimberly K. Stoll 02/04/2013

**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 accumulated during 2012 in the participant's 401(k) account, including the Company's year end match of 63.6823 shares at \$47.41/share.
- (2) Year end stock price at 12/31/2012 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.