

BADGER METER INC

Form 8-K

April 25, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15 (D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **April 25, 2008**

Badger Meter, Inc.

(Exact name of Registrant as Specified in Charter)

Wisconsin

1-6706

39-0143280

(State or Other Jurisdiction (Commission File Number) (IRS Employer

of Incorporation)

Identification No.)

4545 W. Brown Deer Rd., Milwaukee, Wisconsin 53223

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(414) 355-0400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 25, 2008, Badger Meter, Inc. (the “Company”) announced plans to transfer the listing of the Company’s common stock from the American Stock Exchange to the New York Stock Exchange. Until the Company has transferred its listing to the New York Stock Exchange, the Company’s shares will continue to trade on the American Stock Exchange. A copy of the press release announcing the plan to transfer listing to the New York Stock Exchange, dated April 25, 2008, is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Form 8-K by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Exhibits. The following exhibit is being furnished herewith:

99.1 Press Release of Badger Meter, Inc., dated April 25, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BADGER METER, INC.

Date: April 25, 2008 By: /s/ Richard E. Johnson
Richard E. Johnson
Senior Vice President – Finance and Treasurer
Chief Financial Officer

BADGER METER, INC.

Exhibit Index to Current Report on Form 8-K

Exhibit
Number

99.1 Press Release of Badger Meter, Inc., dated April 25, 2008.