BADGER METER INC

Form 4

August 15, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

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January 31, 2005

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obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * STOLLENWERK JOHN J

2. Issuer Name and Ticker or Trading Symbol

BADGER METER INC [BMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

4545 W. BROWN DEER ROAD, P.O. BOX 245036

(Street)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

(Month/Day/Year)

08/12/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

MILWAUKEE, WI 53224-9536

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s) (Instr. 3 and 4)

or

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Expiration 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Date Underlying Securitie Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed (D) (Instr. 3, and 5)	or sposed of str. 3, 4,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Phantom Stock Units	\$ 0 (1)	08/12/2005		A		36.32 (1)		08/08/1988(2)	08/08/1988(2)	Common Stock	36.3

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STOLLENWERK JOHN J 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536	X						
••							

Signatures

Richard A. Meeusen attorney-in-fact

08/15/2005

**Signature of Reporting Person

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 phantom stock units convert to Common Stock on a 1-for-1 basis.
- (2) When a participant chooses to exit the Plan, all compensation accrued is paid out in cash.
- The phantom stock units were accrued in Mr. Stollenwerk's Badger Meter, Inc. Director Deferred Compensation Plan account for the (3) 8/12/05 \$1500 meeting fee for a regular meeting of the Board of Directors. The phantom units were computed at the 6/30/05 closing price
- (3) 8/12/05 \$1500 meeting fee for a regular meeting of the Board of Directors. The phantom units were computed at the 6/30/05 closing price of \$41.30/share.
- (4) In addition to the phantom stock units, Mr. Stollenwerk own 16,232 shares directly and he and members of his family are beneficiaries of the Dorothy Stollenwerk Trust, for which he is a Trustee, which holds 5,082 shares of Badger Meter stock.

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.

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