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Begale Free Form 4										
February 05	5, 2013							<u></u>		
FORM	A 4 UNITED	STATES SI				GE CO	OMMISSION	OMB	9PROVAL 3235-0287	
Check t	his box		Washingto	n, D.C. 2054	49			Number:	January 31,	
if no lor subject Section Form 4	to SIAIEN 16. or		SECU	RITIES		ERSHIP OF	Expires: 20 Estimated average burden hours per response			
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 170	(a) of the Pub	tion 16(a) of t lic Utility Ho the Investmen	olding Comp	pany .	Act of a	1935 or Section	I		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Begale Fred J			2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (-			(Check	all applicable	e)	
4545 W BROWN DEER ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2013				Director 10% Owner XOfficer (give title Other (specify below) below) VP-Engineering			
	(Street)		If Amendment, l ed(Month/Day/Ye	-		1	5. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Pe	erson	
MILWAU	KEE, WI 53223					Ī	Form filed by M Person	ore than One Ro	eporting	
(City)	(State)	(Zip)	Table I - Non	-Derivative Se	ecuriti	ies Acqu	ired, Disposed of,	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Data	Code ear) (Instr. 8)		of (D) nd 5) (A) or		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)	
Common Stock	02/01/2013		Code V $A^{(1)}$	Amount 309.1032	(D) A	Price \$ 47.41 (2)	1,596.1581	I	ESSOP	
Common Stock							2,351	D		
Common Stock							2,400	Ι	Restricted Stock	

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 38.69					05/01/2010	05/01/2019	BMI Common Stock	7,000	
Stock Options	\$ 38.41					05/07/2011	05/07/2020	BMI Common Stock	1,200	
Stock Options	\$ 36.59					05/06/2012	05/06/2021	BMI Common Stock	2,000	
Stock Options	\$ 36.15					05/04/2013	05/04/2022	BMI Common Stock	1,600	

Reporting Owners

Reporting Owner Name / Addr	ess	Relationships							
	Director	10% Owner	Officer	Other					
Begale Fred J 4545 W BROWN DEER RO MILWAUKEE, WI 53223	AD		VP-Engineering						
Signatures									
Fred J. Begale	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 61.4939 shares at \$47.41/share.
- (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. 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.