BADGER METER INC

Form 4 April 25, 2016

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SERDYNSKI RAYMOND G	2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
4545 W. BROWN DEER ROAD	04/22/2016	X Officer (give title Other (specify below)			
		VP-Manufacturing			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
MILWAUKEE, WI 53223		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1 Title of 2 Transaction Date 2A Deep	and 3 A Securities Acquired ((A) 5 Amount of 6 7 Nature 6			

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi or Dispo (Instr. 3,	sed of 4 and (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	04/22/2016		M	4,500	A	\$ 52.81	7,550	D	
Common Stock	04/22/2016		S	4,500	D	\$ 71.1027 (1)	3,050	D	
Common Stock							10,947.492	I	ESSOP
Common Stock							1,739	I	Restricted Stock

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	onof I Sec Acc (A) Dis (D)	or posed of str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 52.81	04/22/2016		M		4,500	05/02/2009	05/02/2018	BMI Common Stock	4,500
Stock Options	\$ 38.69						05/01/2010	05/01/2019	BMI Common Stock	3,000
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	1,200
Stock Options	\$ 36.15						05/04/2013	05/04/2022	BMI Common Stock	1,600
Stock Options	\$ 51.29						03/01/2014	03/01/2023	BMI Common Stock	1,181
Stock Options	\$ 54.36						03/07/2015	03/07/2024	BMI Common Stock	1,208
Stock Options	\$ 56.66						03/06/2016	03/06/2025	BMI Common Stock	1,208
Stock Options	\$ 67.95						03/04/2017	03/04/2026	BMI Common	1,032

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SERDYNSKI RAYMOND G 4545 W. BROWN DEER ROAD MILWAUKEE, WI 53223

VP-Manufacturing

Signatures

Raymond G.

Serdynski 04/25/2016

**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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$70.96 to \$71.28. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- (2) Stock Options are granted on a one-for-one basis.

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Reporting Owners 3