

BADGER METER INC
Form 4
March 13, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOMEZ GREGORY M

(Last) (First) (Middle)

4545 W. BROWN DEER ROAD

(Street)

MILWAUKEE, WI 53223

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BADGER METER INC [BMI]

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

VP-Flow Instrumentation

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/09/2017 | | S | | 1,544 | D | \$ 34.607 (1) |
| Common Stock | | | | | 12,151.4952 | I | ESSOP |

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

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SEC 1474
(9-02)

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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 Fair Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 26.405 | | | | | 05/02/2009 | 05/02/2018 | BMI Common Stock | 9,000 |
| Stock Options | \$ 19.345 | | | | | 05/01/2010 | 05/01/2019 | BMI Common Stock | 1,200 |
| Stock Options | \$ 19.205 | | | | | 05/07/2011 | 05/07/2020 | BMI Common Stock | 2,400 |
| Stock Options | \$ 18.295 | | | | | 05/06/2012 | 05/06/2021 | BMI Common Stock | 2,400 |
| Stock Options | \$ 18.075 | | | | | 05/04/2013 | 05/04/2022 | BMI Common Stock | 4,800 |
| Stock Options | \$ 25.645 | | | | | 03/01/2014 | 03/01/2023 | BMI Common Stock | 2,836 |
| Stock Options | \$ 27.18 | | | | | 03/07/2015 | 03/07/2024 | BMI Common Stock | 2,818 |
| Stock Options | \$ 28.33 | | | | | 03/06/2016 | 03/06/2025 | BMI Common Stock | 3,378 |
| Stock Options | \$ 33.975 | | | | | 03/04/2017 | 03/04/2026 | BMI Common Stock | 2,886 |
| Stock Options | \$ 36.45 | | | | | 03/03/2018 | 03/03/2027 | BMI Common | 2,294 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|----------------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOMEZ GREGORY M 4545 W. BROWN DEER ROAD MILWAUKEE, WI 53223 | | | VP-Flow Instrumentation | |

Signatures

Gregory M.
Gomez

03/13/2017

**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 \$34.45 to \$35.025. The reporting person has
 - (1) 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) This total now includes all restricted stock that was previously listed as a separate line item.

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.