

BADGER METER INC
Form 4
April 25, 2016

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 *
SERDYNSKI RAYMOND G

(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)
04/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Manufacturing

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/22/2016		M		4,500	A	\$ 52.81
Common Stock	04/22/2016		S		4,500	D	\$ 71.1027 <u>(1)</u>
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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(9-02)

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. 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

