

BADGER METER INC

Form 4/A

March 25, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGUM WILLIAM R A

(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)
03/06/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/10/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP-Gen. Counsel and Secretary

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)
Common Stock	03/06/2015		A	656 A	2,868	I	Restricted Stock
Common Stock					5,756.7547	I	ESSOP
Common Stock					3,800	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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. 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. Date of Selling (Instr. 3)
				Code	V	(A)	(D)	
Stock Options	\$ 56.66	03/06/2015		A	1,208	03/06/2016	03/06/2025	BMI Common Stock
Stock Options	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock
Stock Options	\$ 38.69					05/01/2010	05/01/2019	BMI Common Stock
Stock Options	\$ 38.41					05/07/2011	05/07/2020	BMI Common Stock
Stock Options	\$ 36.59					05/06/2012	05/06/2021	BMI Common Stock
Stock Options	\$ 36.15					05/04/2013	05/04/2022	BMI Common Stock
Stock Options	\$ 51.29					03/01/2014	03/01/2023	BMI Common Stock
Stock Options	\$ 54.36					03/07/2015	03/07/2024	BMI Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

BERGUM WILLIAM R A
4545 W. BROWN DEER ROAD
MILWAUKEE, WI 53223

VP-Gen. Counsel and Secretary

Signatures

William R A
Bergum

03/25/2015

**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) The value of the award will be determined at the closing price on March 6, 2018, the date of vesting.
- (2) Stock Options are granted on a one-for-one basis.

Remarks:

Due to a clerical error, the Form 4 filed on March 10, 2015 reported the number of options awarded as 1115. The number of o

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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