

BADGER METER INC
Form 4
December 21, 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 *
Begale Fred J

(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)
12/14/2015

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-Engineering

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/14/2015	12/17/2015	I		403.616	A	11
Common Stock							2,840.1198
Common Stock							1,336
Common Stock							2,068
							ESSOP
							D
							I
							Restricted Stock

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
displays a currently valid OMB control**

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. Pri 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	3,500
Stock Options	\$ 36.59							05/06/2012	05/06/2021	BMI Common Stock	400
Stock Options	\$ 36.15							05/04/2013	05/04/2022	BMI Common Stock	640
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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Begale Fred J 4545 W BROWN DEER ROAD MILWAUKEE, WI 53223	VP-Engineering

Signatures

Fred J. Begale

12/21/2015

__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).

Fred J. Begale elected to make an intra-fund transfer from other 401(k) investment options into the Badger Meter Stock Fund. The amount transferred was \$15,802.87. The Badger Meter Stock Fund shares represented on this transaction include the transfer and shares

- (1) purchased year-to-date through payroll withholding. Payroll withholding shares are typically reported annually. The Badger Meter Stock Fund shares are based on units calculated using a ratio of cash held in the fund, number of shares in the fund and stock price. The price of Badger Meter stock on December 14, 2015 was \$58.55.

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.