DIX RONALD H

Form 4

November 29, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * DIX RONALD H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(First)

(Middle)

BADGER METER INC [BMI] 3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner _X_ Other (specify

4545 W BROWN DEER ROAD, P.O. BOX 245036

4. If Amendment, Date Original

Retired Officer

6. Individual or Joint/Group Filing(Check

below)

Filed(Month/Day/Year)

(Month/Day/Year)

11/24/2010

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILWAUKEE, WI 53224-9536

(Street)

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit or Dispos (Instr. 3, 4	ed of (` ′	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	11/24/2010		M	2,000	A	\$ 7.125	50,302	D	
Common Stock	11/24/2010		S	2,000	D	\$ 43.121	48,302	D	
Common Stock	11/24/2010		J <u>(1)</u>	13,546	A	<u>(2)</u>	61,848	D	

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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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. Transactic Code (Instr. 8)	Second Control	urities juired or posed of tr. 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	\$ 7.125	11/24/2010		M		2,000	05/18/2002	05/18/2011	BMI Common Stock	2,000
Stock Options	\$ 18.325						05/09/2006	05/09/2015	BMI Common Stock	4,500
Stock Options	\$ 31.41						05/05/2007	05/05/2016	BMI Common Stock	3,600
Stock Options	\$ 24.94						05/04/2008	05/04/2017	BMI Common Stock	3,600

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

DIX RONALD H
4545 W BROWN DEER ROAD
P.O. BOX 245036

MILWAUKEE, WI 53224-9536

Retired Officer

Signatures

Ronald H. Dix 11/29/2010

**Signature of Person

**Bate

**Bat

Reporting Owners 2

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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).
 - Includes 13,546 shares of Badger Meter, Inc. Common Stock acquired pursuant to the Badger Meter Employee Savings and Stock
- (1) Ownership Plan (ESSOP). Following retirement, Mr Dix did an in-kind rollover of the shares from his 401(k) account into a self-directed IRA at Robert W. Baird & Co., Inc. where he intends to hold the shares. The shares retain their original stock bases.
- (2) The shares retain the original stock bases. They were acquired over a period of more than 20 years.
- (3) Stock Options are granted on a one-for-one basis.

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.