

MEEUSEN RICHARD A
 Form 4
 February 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MEEUSEN RICHARD A

(Last) (First) (Middle)
 4545 W BROWN DEER ROAD, P.O. BOX 245036
 (Street)

MILWAUKEE, WI 53224-9536

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2018

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)
 Chairman, President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/20/2018 | | S | | 6,089 | D | \$ 49.8287 (1) |
| Common Stock | | | | | 8,491.5062 | I | ESSOP |

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 number.

SEC 1474
 (9-02)

Edgar Filing: MEEUSEN RICHARD A - Form 4

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 Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Stock Options | \$ 19.205 | | | | | Date Exercisable: 05/07/2011 Expiration Date: 05/07/2020 | BMI Common Stock 20,400 | Amount or Number of Shares |
| Stock Options | \$ 18.295 | | | | | Date Exercisable: 05/06/2012 Expiration Date: 05/06/2021 | BMI Common Stock 26,600 | |
| Stock Options | \$ 18.075 | | | | | Date Exercisable: 05/04/2013 Expiration Date: 05/04/2022 | BMI Common Stock 37,600 | |
| Stock Options | \$ 25.645 | | | | | Date Exercisable: 03/01/2014 Expiration Date: 03/01/2023 | BMI Common Stock 22,734 | |
| Stock Options | \$ 27.18 | | | | | Date Exercisable: 03/07/2015 Expiration Date: 03/07/2024 | BMI Common Stock 23,624 | |
| Stock Options | \$ 28.33 | | | | | Date Exercisable: 03/06/2016 Expiration Date: 03/06/2025 | BMI Common Stock 24,176 | |
| Stock Options | \$ 33.975 | | | | | Date Exercisable: 03/04/2017 Expiration Date: 03/04/2026 | BMI Common Stock 20,658 | |
| Stock Options | \$ 36.45 | | | | | Date Exercisable: 03/03/2018 Expiration Date: 03/03/2027 | BMI Common Stock 20,340 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MEEUSEN RICHARD A
4545 W BROWN DEER ROAD
P.O. BOX 245036
MILWAUKEE, WI 53224-9536

X

Chairman, President & CEO

Signatures

Richard A.
Meeusen

02/21/2018

__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 \$49.75 to \$49.95. 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.

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.