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SEC 1474
(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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 7					05/02/2004 05/02/2013	BMI Common Stock 7,200	
Stock Options	\$ 7					05/02/2004 05/02/2013	BMI Common Stock 3,200	
Stock Options	\$ 10.0625					07/16/2000 07/16/2009	BMI Common Stock 5,000	
Stock Options	\$ 18.325					05/09/2006 05/09/2015	BMI Common Stock 3,600	
Stock Options	\$ 31.41					05/05/2007 05/05/2016	BMI Common Stock 1,800	
Stock Options	\$ 24.94					05/04/2008 05/04/2017	BMI Common Stock 1,800	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				VP-Controller

SMILEY BEVERLY L P
4545 W. BROWN DEER ROAD
P.O. BOX 245036
MILWAUKEE, WI 53224-9536

Signatures

Beverly L. Smiley 01/23/2008

__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) Represents shares of Badger Meter, Inc. Common Stock allocated pursuant to the Badger Meter Employee Savings and Stock Ownership Plan (ESSOP). The shares represent the Company's annual year-end 401(k) match for 2007.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/07.

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.