

BADGER METER INC  
 Form 4  
 April 30, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
**DIX RONALD H**

(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)  
 04/28/2014

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)  
 Retired Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 88,500  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 35,700  | 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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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Units                        | \$ 0   | 04/28/2014                           |  | A <sup>(1)</sup>               | 987   | 08/08/1988 08/08/1988                                    | BMI Common Stock  | 987                           |
| Stock Options                              | \$ 18.325  |                                      |  |                                |   | 05/09/2006 05/09/2015                                    | BMI Common Stock  | 1,500                         |
| 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<br>4545 W BROWN DEER ROAD<br>P.O. BOX 245036<br>MILWAUKEE, WI 53224-9536 | X             |           |         | Retired Officer |

## Signatures

Ronald H. Dix                      04/29/2014  
 \*\*Signature of                      Date  
 Reporting Person

## 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)

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The phantom stock units were accrued in Mr. Dix's Badger Meter, Inc. Director Deferred Compensation Plan account as payment for the annual director's stock grant made on April 28, 2014 for the value of \$50,000 rounded down to the nearest whole share. The units were calculated at the closing price of the company stock on 4/28/2014. Total includes an additional 33.033 phantom units accrued during 2013 as interest on the balance at year end.

- (2) Closing price of Badger Meter, Inc. Common Stock at 4/28/2014, the date of grant.
- (3) When a director chooses to exit the Director Deferred Compensation Plan all proceeds are paid out in cash.

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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