

BADGER METER INC
Form 4
March 14, 2016

FORM 4

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

OMB APPROVAL

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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 *
SMILEY BEVERLY L P

(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)
03/11/2016

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)
VP-Controller

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock	03/11/2016		M		240 A \$ 38.41	54,240	D
Common Stock	03/11/2016		M		240 A \$ 36.59	54,480	D
Common Stock	03/11/2016		M		320 A \$ 36.15	54,800	D
Common Stock	03/11/2016		M		236 A \$ 51.29	55,036	D
Common Stock	03/11/2016		M		241 A \$ 54.36	55,277	D

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Common Stock	03/11/2016	M	241	A	\$ 56.66	55,518	D	
Common Stock	03/11/2016	S	1,518	D	\$ 67.3306 <u>(1)</u>	54,000	D	
Common Stock						6,354.8683	I	ESSOP
Common Stock						1,739	I	Restricted Stock
Common Stock						630	I	Family

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 38.41	03/11/2016		M	240	05/07/2011	05/07/2020	BMI Common Stock	240
Stock Options	\$ 36.59	03/11/2016		M	240	05/06/2012	05/06/2021	BMI Common Stock	240
Stock Options	\$ 36.15	03/11/2016		M	320	05/04/2013	05/04/2022	BMI Common Stock	320
Stock Options	\$ 51.29	03/11/2016		M	236	03/01/2014	03/01/2023	BMI Common Stock	236

