

BADGER METER INC  
Form 8-K  
February 21, 2012  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported)      **February 17, 2012**

**Badger Meter, Inc.**  
(Exact name of Registrant as Specified in Charter)

|                              |                          |                     |
|------------------------------|--------------------------|---------------------|
| <b>Wisconsin</b>             | <b>1-6706</b>            | <b>39-0143280</b>   |
| (State or Other Jurisdiction | (Commission File Number) | (IRS Employer       |
| of Incorporation)            |                          | Identification No.) |

|   |              |
|---|--------------|
| <b>4545 W. Brown Deer Rd., Milwaukee, Wisconsin</b> | <b>53223</b> |
| (Address of Principal Executive Offices)            | (Zip Code)   |

Registrant's telephone number, including area code:      **(414) 355-0400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02.      Compensatory Arrangements of Certain Officers.

On February 17, 2012, Badger Meter, Inc. (the “Company”) issued a press release announcing that Gail A. Lione was elected to its Board of Directors to serve until the Company’s next Annual Meeting of Shareholders scheduled for April 27, 2012. To reflect this election, the Company’s Board of Directors increased the number of authorized directors from eight to nine directors. Ms. Lione was also appointed to serve on the Company’s Employee Benefit Plans Committee of the Board of Directors, effective immediately.

A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Form 8-K by reference.

Item 9.01   Financial Statements and Exhibits.

The exhibit listed in the accompanying Exhibit Index is filed as part of this Current Report on Form 8-K.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BADGER METER, INC.**

Date: February 21, 2012 By: /s/ Richard E. Johnson

Richard E. Johnson

Senior Vice President – Finance and Treasurer

Chief Financial Officer

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Exhibit Index to Current Report on Form 8-K

Dated February 17, 2012

Exhibit

| <u>Number</u> | <u>Description</u> |
|---------------|--------------------|
|---------------|--------------------|

|      |  |
|------|--|
| 99.1 | Badger Meter, Inc. Press Release, dated February 17, 2012. |
|------|--|

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