

BADGER METER INC

Form 4/A

March 25, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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(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)  
03/06/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
03/10/2015

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Chairman, President &amp; 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 Ownership (Instr. 4)
Common Stock	03/06/2015		A	6,565 A	28,990	I	Restricted Stock
Common Stock					4,060.4051	I	ESSOP
Common Stock					114,056	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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number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 56.66	03/06/2015		A		12,088		03/06/2016	03/06/2025	BMI Common Stock	12,088
Stock Options	\$ 31.41							05/05/2007	05/05/2016	BMI Common Stock	5,400
Stock Options	\$ 52.81							05/02/2009	05/02/2018	BMI Common Stock	4,800
Stock Options	\$ 38.69							05/01/2010	05/01/2019	BMI Common Stock	9,000
Stock Options	\$ 38.41							05/07/2011	05/07/2020	BMI Common Stock	10,200
Stock Options	\$ 36.59							05/06/2012	05/06/2021	BMI Common Stock	13,300
Stock Options	\$ 36.15							05/04/2013	05/04/2022	BMI Common Stock	18,800
Stock Options	\$ 51.29							03/01/2014	03/01/2023	BMI Common Stock	11,367
Stock Options	\$ 54.36							03/07/2015	03/07/2024	BMI Common Stock	11,812

## 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

03/25/2015

\*\*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) The value of the award will be determined at the closing price on March 6, 2018, the date of vesting.
- (2) Stock Options are granted on a one-for-one basis.

### Remarks:

Due to a clerical error, the Form 4 filed on March 10, 2015 reported the number of options awarded as 11,155. The number of

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