

Stoll Kimberly K
Form 4
March 06, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stoll Kimberly K

(Last) (First) (Middle)

4545 W BROWN DEER ROAD

(Street)

MILWAUKEE, WI 53223

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BADGER METER INC [BMI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

VP-Sales & Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 (A) or (D)	Price		
Common Stock	03/02/2018		A ⁽¹⁾		763	A \$ 0	12,506	D
Common Stock							4,969.5773	I
								ESSOP

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

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information contained in this form are not
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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 48.2	03/02/2018		A		2,027		03/02/2019 ⁽²⁾	03/02/2028	BMI Common Stock	2,027
Stock Options	\$ 18.075							05/04/2013	05/04/2022	BMI Common Stock	2,130
Stock Options	\$ 25.645							03/01/2014	03/01/2023	BMI Common Stock	2,836
Stock Options	\$ 27.18							03/07/2015	03/07/2024	BMI Common Stock	2,818
Stock Options	\$ 28.33							03/06/2016	03/06/2025	BMI Common Stock	3,378
Stock Options	\$ 33.975							03/04/2017	03/04/2026	BMI Common Stock	2,886
Stock Options	\$ 36.45							03/03/2018	03/03/2027	BMI Common Stock	2,607

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stoll Kimberly K 4545 W BROWN DEER ROAD MILWAUKEE, WI 53223	VP-Sales & Marketing

Signatures

Kimberly K.
Stoll

03/06/2018

__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) Restricted stock granted March 2, 2018 to reporting person under the 2011 Omnibus Incentive Plan. The restricted stock vests 100% on the third anniversary of the date of grant.
- (2) Grant to reporting person of option to buy shares under the 2011 Omnibus Incentive Plan. This option vests and becomes exercisable in 20% increments on March 2, 2019, 2020, 2021, 2022 and 2023, respectively.

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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