

SERDYNSKI RAYMOND G  
Form 4  
August 02, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
SERDYNSKI RAYMOND G

(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)  
07/31/2012

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-Manufacturing

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 07/31/2012                           |  | S(1)                           |   | 7,000   | D  | \$ 34.027                                  |
| Common Stock                    | 07/31/2012                           |  | I(2)                           |   | 7,144.1059  | A  | \$ 33.89                                   |
| Common Stock                    |                                      |  |                                |   |   |  | 2,000                                      |
|                                 |                                      |  |                                |   |   | I  | Restricted Stock                           |

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

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SEC 1474 (9-02)

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) | 8. Price of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |
| Stock Options                              | \$ 52.81   |                                      |  |                                |   | 05/02/2009   | 05/02/2018  | BMI Common Stock                                   | 4,500                      |
| Stock Options                              | \$ 38.69   |                                      |  |                                |   | 05/01/2010   | 05/01/2019  | BMI Common Stock                                   | 3,000                      |
| Stock Options                              | \$ 38.41   |                                      |  |                                |   | 05/07/2011   | 05/07/2020  | BMI Common Stock                                   | 1,200                      |
| Stock Options                              | \$ 36.59   |                                      |  |                                |   | 05/06/2012   | 05/06/2021  | BMI Common Stock                                   | 1,200                      |
| Stock Options                              | \$ 36.15   |                                      |  |                                |   | 05/04/2013   | 05/04/2022  | BMI Common Stock                                   | 1,600                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| SERDYNSKI RAYMOND G<br>4545 W. BROWN DEER ROAD<br>MILWAUKEE, WI 53223 |               |           | VP-Manufacturing |       |

## Signatures

Raymond G.  
Serdynski 08/01/2012

\_\_\_\_\_  
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).
- Mr. Serdyski sold shares of Badger Meter stock in his brokerage account as part of his estate planning. To compensate for reducing his
- (1) direct holdings, he transferred funds within his 401(k) account into Badger Meter stock. The net effect is an increase in ownership of Badger Meter stock.
  - (2) Mr. Serdyski transferred funds within his 401(k) account into Badger Meter stock, which is an investment option within the Plan. The transaction is exempt from short-swing rules.

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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