#### POLICANO ANDREW J

Form 4

September 05, 2017

## FORM 4

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

response...

5. Relationship of Reporting Person(s) to

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

Form 4 or

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

			Symbol BADGER METER INC [BMI]					(Check all applicable)			
	(First) (ROWN DEER D. BOX 245036	(		ay/Year)	Fransactior	1		_X_ Director Officer (give ti	10%	Owner or (specify	
MILWAUF	(Street)  KEE, WI 53224-9	F		ndment, I nth/Day/Ye	Oate Origin ar)	al	- -	5. Individual or Join Applicable Line) _X_ Form filed by Or Form filed by Mo Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	e I - Non	-Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany (Month/Day	Date, if	3. Transacti Code (Instr. 8)	iomr Dispo (Instr. 3,	sed of 4 and (A) or	5) Price	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)	
Common Stock	09/01/2017			S	8,850	D	\$ 45.6663 (1)	32,560.606	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: POLICANO ANDREW J - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Title and A Underlying S		8. Pric Deriva
Security	or Exercise	• •	any	Code	of	(Month/Day	/Year)	(Instr. 3 and	4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e				(Instr.
	Derivative				Securities					
	Security				Acquired					
					(A) or					
					Disposed					
					of (D) (Instr. 3,					
					4, and 5)					
					, ,				A	
						Date	Expiration	Title	Amount or Number of	
				Code V	(A) (D)	Exercisable	Date	THE	Shares	
Phantom								BMI		
Stock	<u>(2)</u>					(2)	(2)	Common	1,082.326	
Units								Stock		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Transfer de la companya de la compan	Director	10% Owner	Officer	Other		
POLICANO ANDREW J 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536	X					
Signatures						

Andrew J. 09/05/2017 Policano \*\*Signature of Date

Reporting Person

## **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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$45.55 to \$45.925. The reporting person has (1) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable in cash upon the reporting person's termination of service as a director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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