

Stoll Kimberly K
 Form 4
 March 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Stoll Kimberly K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4545 W BROWN DEER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP-Sales & Marketing

(Street)
 MILWAUKEE, WI 53223

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

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 Beneficial Ownership (Instr. 4)
Common Stock	03/15/2018		S	2,040	D 48.4667 <u>(1)</u>	D	
Common Stock					8,702.002 <u>(2)</u>	I	ESSOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Stoll Kimberly K - Form 4

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 or Amount of Derivative Security (Instr. 3)
Stock Options	\$ 48.2					Date Exercisable: 03/02/2019 Expiration Date: 03/02/2028	BMI Common Stock 2,027	
Stock Options	\$ 18.075					Date Exercisable: 05/04/2013 Expiration Date: 05/04/2022	BMI Common Stock 2,130	
Stock Options	\$ 25.645					Date Exercisable: 03/01/2014 Expiration Date: 03/01/2023	BMI Common Stock 2,836	
Stock Options	\$ 27.18					Date Exercisable: 03/07/2015 Expiration Date: 03/07/2024	BMI Common Stock 2,818	
Stock Options	\$ 28.33					Date Exercisable: 03/06/2016 Expiration Date: 03/06/2025	BMI Common Stock 3,378	
Stock Options	\$ 33.975					Date Exercisable: 03/04/2017 Expiration Date: 03/04/2026	BMI Common Stock 2,886	
Stock Options	\$ 36.45					Date Exercisable: 03/03/2018 Expiration Date: 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

03/19/2018

__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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$48.45 to \$48.505. 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.

(2) Includes 70.002 shares acquired pursuant to dividend reinvestment transactions exempt from Section 16 under Rule 16a-11.

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.