

BERGUM WILLIAM R A  
Form 4  
March 05, 2019

**FORM 4**

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

OMB APPROVAL

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**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 \*  
BERGUM WILLIAM R A

(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)  
03/01/2019

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-Gen. Counsel and Secretary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 03/01/2019                           |  | A <sup>(1)</sup>               | 498 A \$ 0  | 12,279  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 13,326.2423   | I  | ESSOP                             |

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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**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| Stock Options                              | \$ 59.85   | 03/01/2019                           |  | A                              | 1,648   | 03/01/2020 <sup>(2)</sup> 03/01/2029                     | BMI Common Stock  | 1,648                      |
| Stock Options                              | \$ 48.2  |                                      |  |                                |   | 03/02/2019 03/02/2028                                    | BMI Common Stock  | 1,621                      |
| Stock Options                              | \$ 18.075  |                                      |  |                                |   | 05/04/2013 05/04/2022                                    | BMI Common Stock  | 1,500                      |
| Stock Options                              | \$ 25.645  |                                      |  |                                |   | 03/01/2014 03/01/2023                                    | BMI Common Stock  | 2,362                      |
| Stock Options                              | \$ 27.18   |                                      |  |                                |   | 03/07/2015 03/07/2024                                    | BMI Common Stock  | 2,416                      |
| Stock Options                              | \$ 28.33   |                                      |  |                                |   | 03/06/2016 03/06/2025                                    | BMI Common Stock  | 2,416                      |
| Stock Options                              | \$ 33.975  |                                      |  |                                |   | 03/04/2017 03/04/2026                                    | BMI Common Stock  | 2,064                      |
| Stock Options                              | \$ 36.45   |                                      |  |                                |   | 03/03/2018 03/03/2027                                    | BMI Common Stock  | 1,981                      |

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director 10% Owner Officer Other  
VP-Gen. Counsel and Secretary

BERGUM WILLIAM R A  
4545 W. BROWN DEER ROAD  
MILWAUKEE, WI 53223

## Signatures

/s/ William R.A.  
Bergum

03/05/2019

\_\_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 1, 2019 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 1, 2020, 2021, 2022, 2023 and 2024, 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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