

Stoll Kimberly K  
Form 4  
March 18, 2019

**FORM 4**

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

OMB APPROVAL

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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)  
03/14/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

VP-Sales & Marketing

(Street)

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

MILWAUKEE, WI 53223

(City) (State) (Zip)

**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                    | 03/14/2019                           |  | M                              |   | 564   | A  | \$ 27.18  |
| Common Stock                    | 03/14/2019                           |  | M                              |   | 676   | A  | \$ 28.33  |
| Common Stock                    | 03/14/2019                           |  | M                              |   | 1,732   | A  | \$ 33.975   |
| Common Stock                    | 03/14/2019                           |  | M                              |   | 675   | A  | \$ 36.45  |
| Common Stock                    | 03/14/2019                           |  | S                              |   | 3,647   | D  | \$ 56.6203  |

(1)

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Common Stock 5,304.1655 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)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options                              | \$ 27.18   | 03/14/2019                           |  | M                              | 564   | 03/07/2015 03/07/2024                                    | BMI Common Stock  | 564                           |
| Stock Options                              | \$ 28.33   | 03/14/2019                           |  | M                              | 676   | 03/06/2016 03/06/2025                                    | BMI Common Stock  | 676                           |
| Stock Options                              | \$ 33.975  | 03/14/2019                           |  | M                              | 1,732   | 03/04/2017 03/04/2026                                    | BMI Common Stock  | 1,732                         |
| Stock Options                              | \$ 36.45   | 03/14/2019                           |  | M                              | 675   | 03/03/2018 03/03/2027                                    | BMI Common Stock  | 675                           |
| Stock Options                              | \$ 48.2  |                                      |  |                                |   | 03/02/2019 03/02/2028                                    | BMI Common Stock  | 2,027                         |
| Stock Options                              | \$ 59.85   |                                      |  |                                |   | 03/01/2020 03/01/2029                                    | BMI Common Stock  | 2,060                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

Stoll Kimberly K  
4545 W BROWN DEER ROAD  
MILWAUKEE, WI 53223

VP-Sales & Marketing

## Signatures

/s/Kimberly K.

Stoll

03/18/2019

\_\_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).

The price in Column 4 is a weighted average price. Prices actually received ranged from \$56.60 to \$56.675. 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 for all transactions reported in this Form 4.

(2) Stock Options are granted on a one-for-one basis.

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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