

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-03-01**  
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### REPORTING OWNER

**Stoll Kimberly K**

CIK: **1462632**

Type: **4** | Act: **34** | File No.: **001-06706** | Film No.: **13662898**

Mailing Address

*4545 W BROWN DEER ROAD  
MILWAUKEE WI 53223*

### ISSUER

**BADGER METER INC**

CIK: **9092** | IRS No.: **390143280** | State of Incorporation: **WI** | Fiscal Year End: **1231**

SIC: **3824** Totalizing fluid meters & counting devices

Mailing Address

*4545 W BROWN DEER RD  
MILWAUKEE WI 53223*

Business Address

*4545 WEST BROWN DEER  
ROAD  
MILWAUKEE WI 53223  
4143715702*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Stoll Kimberly K</b>			2. Issuer Name and Ticker or Trading Symbol <b>BADGER METER INC [BMI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP-Sales &amp; Marketing</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
4545 W BROWN DEER ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>MILWAUKEE, WI 53223</b>								
(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	03/01/2013		A		900	A	(1)	3,700	I	Restricted Stock
Common Stock								1,345.8236	I	ESSOP
Common Stock								1,992	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$51.29	03/01/2013		A		1,418		03/01/2014	03/01/2023	BMI Common Stock	1,418	(2)	1,418	D	
Stock Options	\$38.69							05/01/2010	05/01/2019	BMI Common Stock	7,000		7,000	D	

Stock Options	\$38.41						05/07/2011	05/07/2020	BMI Common Stock	1,200		1,200	D	
Stock Options	\$36.59						05/06/2012	05/06/2021	BMI Common Stock	2,000		2,000	D	
Stock Options	\$36.15						05/04/2013	05/04/2022	BMI Common Stock	2,400		2,400	D	

**Explanation of Responses:**

1. The value of the award will be determined at the closing price on March 1, 2016, the date of vesting.
2. Stock Options are granted on a one-for-one basis.

**Signatures**

Kimberly K. Stoll

\*\* Signature of Reporting Person

03/04/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**