

BADGER METER INC

Form 4

October 23, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DIX RONALD H

(Last) (First) (Middle)

**4545 W BROWN DEER
ROAD, P.O. BOX 245036**

(Street)

MILWAUKEE, WI 53224-9536

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2007

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 ☒ Other (specify
below) below)
Sr. VP-Admin. / Co-trustee Officers' Voting
Tr

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 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	10/22/2007		S		2,000	D \$ 36.45	36,000 D
Common Stock	10/22/2007		M		2,000	A \$ 7	38,000 D
Common Stock	10/22/2007		S		2,000	D \$ 36.509	36,000 D
Common Stock	10/22/2007		S		2,000	D \$ 36.032	34,000 D
Common Stock	10/23/2007		M		2,000	A \$ 7	36,000 D

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Common Stock	10/23/2007	S	2,000	D	\$ 36.75	34,000	D	
Common Stock						13,196.3945	I	ESSOP
Common Stock						25,000	I	Officers' Voting Trust
Common Stock						92,600	D	
Common Stock						7,500	I	Restricted Stock

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 7	10/22/2007		M	2,000	05/02/2004 05/02/2013	BMI Common Stock	2,000
Stock Options	\$ 7	10/23/2007		M	2,000	05/02/2004 05/02/2013	BMI Common Stock	2,000
Stock Options	\$ 7					05/02/2004 05/02/2013	BMI Common Stock	9,000
Stock Options	\$ 7.125					05/18/2002 05/18/2011	BMI Common Stock	20,000
Stock	\$ 10.0625					07/16/2000 07/16/2009	BMI	14,000

Options					Common Stock	
Stock Options	\$ 18.325	05/09/2006	05/09/2015	BMI Common Stock	4,500	
Stock Options	\$ 31.41	05/05/2007	05/05/2016	BMI Common Stock	3,600	
Stock Options	\$ 24.94	05/04/2008	05/04/2017	BMI Common Stock	3,600	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIX RONALD H 4545 W BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536	X		Sr. VP-Admin.	Co-trustee Officers' Voting Tr

Signatures

Ronald H. Dix 10/23/2007

__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) 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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