STOLLENWERK JOHN J

Form 4 June 21, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction 1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * STOLLENWERK JOHN J

> (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

BADGER METER INC [BMI]

3. Date of Earliest Transaction

(Month/Day/Year) 06/21/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Officer (give title Other (specify

below)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MILWAUKEE, WI 53224-9536

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) or

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

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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 Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3) (Month/Day/Year) (Instr. 8) Acquired (A) Price of Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Date Amo or Nun of Sl Phantom 56.604 Common Stock \$ 0 (1) 06/21/2005 A 08/08/1988⁽³⁾ 08/08/1988⁽³⁾ 56. (2) Stock Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STOLLENWERK JOHN J

4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536

X

Signatures

Richard A. Meeusen attorney-in-fact

06/21/2005

**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) The phantom stock units convert to Common Stock on a 1-for-1 basis.
- (2) The phantom stock units were accrued in Mr. Stollenwerk's Badger Meter, Inc. Director Deferred Compensation Plan account for the 6/21/05 board meeting fee of \$1,500. The phantom units were computed at the 3/31/05 closing price of \$26.50/share.
- (3) When a participant chooses to exit the Plan, all compensation accrued is paid out in cash.
- (4) In addition to the phantom stock units, Mr. Stollenwerk own 16,232 shares directly and he and members of his family are beneficiaries of the Dorothy Stollenwerk Trust, for which he is a Trustee, which holds 5,082 shares of Badger Meter stock.

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.

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