

SERDYNski RAYMOND G

Form 4

March 06, 2019

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 *
SERDYNski RAYMOND G

(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)
03/05/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

VP-Manufacturing

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/05/2019		S	842	D \$ 58.4545	7,629	D
Common Stock	03/06/2019		M	2,400	A \$ 19.205	10,029	D
Common Stock	03/06/2019		M	2,400	A \$ 18.295	12,429	D
Common Stock	03/06/2019		M	3,200	A \$ 18.075	15,629	D
Common Stock	03/06/2019		M	2,362	A \$ 25.645	17,991	D

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Common Stock	03/06/2019	S	10,362	D	\$ 57.293 (1)	7,629	D	
Common Stock						22,603.6423	I	ESSOP

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

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(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	\$ 19.205	03/06/2019		M	2,400	05/07/2011	05/07/2020	BMI Common Stock		2,400
Stock Options	\$ 18.295	03/06/2019		M	2,400	05/06/2012	05/06/2021	BMI Common Stock		2,400
Stock Options	\$ 18.075	03/06/2019		M	3,200	05/04/2013	05/04/2022	BMI Common Stock		3,200
Stock Options	\$ 25.645	03/06/2019		M	2,362	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		2,064

Stock Options	\$ 36.45	03/03/2018	03/03/2027	Stock	1,981
				BMI Common Stock	
Stock Options	\$ 48.2	03/02/2019	03/02/2028	BMI Common Stock	1,621

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SERDYNski RAYMOND G 4545 W. BROWN DEER ROAD MILWAUKEE, WI 53223			VP-Manufacturing	

Signatures

/s/ William R.A. Bergum, Attorney-in-Fact for Raymond G. Serdynski 03/06/2019

__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 \$57.00 to \$57.475. 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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