

STOLLENWERK JOHN J
Form 4
February 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
STOLLENWERK JOHN J

(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)
02/17/2006

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 below) Other (specify below)

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 (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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	02/17/2006		M	12,000 A \$ 7.4063	29,232 ⁽¹⁾	D	

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)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 7.4063	02/17/2006		M	12,000	04/19/1997	04/19/2006	Common Stock	12,000
Phantom Stock Units	\$ 0 ⁽⁴⁾	02/17/2006		A	38.226	08/08/1988	08/08/1988	Common Stock	38.226

Reporting Owners

Reporting Owner Name / Address

Relationships

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

02/20/2006

 **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).

- In addition to the shares that Mr. Stollenwerk owns directly, he and members of his family are beneficiaries of the Dorothy Stollenwerk
- (1) Trust, for which he is a Trustee, which holds 5,082 shares of Badger Meter stock. Mr. Stollenwerk also has a deferred stock account for director fees in which he holds 8,283.49 phantom shares of Badger Meter stock.
 - (2) Stock Options are granted on a one-for-one basis.
 - (3) Mr. Stollenwerk has options to acquire 3,200 additional shares of Common Stock at \$14.00/share over a ten-year period.
 - (4) The phantom stock units convert to Common Stock on a 1-for-1 basis.

- (5) The phantom stock units were accrued in Mr. Stollenwerk's Badger Meter, Inc. Director Deferred Compensation Plan account as payment for the \$1,500 Board of Directors meeting fee for attendance at the meeting held 2/17/06. The phantom units are computed at the 12/31/05 closing price of the Company's stock at 39.24/share.

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.