#### **BADGER METER INC**

Form 4

August 03, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * GRAS HORST			2. Issuer Name and Ticker or Trading Symbol BADGER METER INC [BMI]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
KARLSTRASSE 11			(Month/Day/Year) 08/02/2005	Director 10% Owner Sofficer (give title Other (specify below) VP-International		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
BEUREN, 2M 72660				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired Disposed of or Reneficially Owned		

(Chij)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed ath/Day/Year) Execution Date, if			ities A	cquired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	08/02/2005		M	4,000	A	\$ 17.7813	8,650 (1)	D	
Common Stock	08/02/2005		S	4,000	D	\$ 49.8608	4,650 (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)

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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 Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	4. Transacti 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)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 17.7813	08/02/2005	M	4,000	05/15/1999	05/15/2008	Common Stock	4,000

 $\Gamma$ 

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**GRAS HORST** 

KARLSTRASSE 11 VP-International

BEUREN, 2M 72660

### **Signatures**

Richard E. Johnson 08/03/2005 attorney-in-fact

\*\*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) In addition to the shares held directly by Mr. Gras, he also owns 13,860 shares in the Badger Meter Officers Voting Trust, and 600 shares of Restricted Stock.
- (2) Stock Options are granted on a one-for-one basis.
- (3) The reporting person has options to acquire 21,150 additional shares of Common Stock at varying grant prices and vesting schedules over a ten-year period.

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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