

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
Number: 3235-0287
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2005
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burden hours per
response... 0.5

1. Name and Address of Reporting Person *
Begale Fred J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2013

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

VP-Engineering

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

MILWAUKEE, WI 53223

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/21/2013		J ⁽¹⁾		169.7084	D \$ 45.25	1,426.4497	I	ESSOP
Common Stock							2,351	D	
Common Stock							2,550	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)

number.

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. Price of Underlying Securities (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 38.69							05/01/2010	05/01/2019	BMI Common Stock	7,000
Stock Options	\$ 38.41							05/07/2011	05/07/2020	BMI Common Stock	1,200
Stock Options	\$ 36.59							05/06/2012	05/06/2021	BMI Common Stock	2,000
Stock Options	\$ 36.15							05/04/2013	05/04/2022	BMI Common Stock	1,600
Stock Options	\$ 51.29							03/01/2014	03/01/2023	BMI Common Stock	1,181

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Begale Fred J 4545 W BROWN DEER ROAD MILWAUKEE, WI 53223	VP-Engineering

Signatures

Fred J. Begale 05/22/2013

**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).

Mr. Begale paid off an existing 401(k) loan and entered into a new 401(k) loan resulting in a net difference of 262.5023 less shares. The
(1) balance of 1426.4497 includes this adjustment plus the semi-monthly contributions in Badger Meter stock to his 401(k) account since last reported on 2/01/2013.

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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