SERDYNSKI RAYMOND G

Form 4

January 29, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A		_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			BADGER METER INC [BMI]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
4545 W. BROWN DEER ROAD (Street)			01/29/2009	_X_ Officer (give title Other (specify below)			
				VP-Manufacturing			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
MILWAUK	EE, WI 5322	23		Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Be						or Beneficial	ly 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 our Disposed (Instr. 3, 4 ar	of (D)	Price	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	01/29/2009		A <u>(1)</u>	143.5613	A	\$ 29.02 (2)	2,976.9813	I	ESSOP
Common Stock							11,188	D	
Common Stock							1,400	I	Restricted Stock

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

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8. Pri Deriv Secur (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. TransactionNumber			6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	
Security	or Exercise	(1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	any	Code	of		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		ve es d	,		,	
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 52.81					05/02/2009	05/02/2018	BMI Common Stock	4,500	

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

Raymond G.

Serdynski 01/29/2009

**Signature of Person Date

Reporting Person

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) Represents shares of Badger Meter, Inc. Common Stock allocated pursuant to the Badger Meter Employee Savings and Stock Ownership Plan (ESSOP). The shares include the Company's annual year-end 401(k) match for 2008.
- (2) Price of Badger Meter, Inc. Common Stock at 12/31/08.

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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