

WEBB DENNIS J
Form 4
December 18, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEBB DENNIS 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)
12/14/2006

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)
VP-Sales, Mktg. & Engr.

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/14/2006 | | M | | 14,500 | A | \$ 7.125 66,720 | D |
| Common Stock | 12/14/2006 | | S | | 14,500 | D | \$ 27.011 52,220 | D |
| Common Stock | 12/15/2006 | | M | | 1,500 | A | \$ 7.125 53,720 | D |
| Common Stock | 12/15/2006 | | S | | 1,500 | D | \$ 27.0367 52,220 | D |
| Common Stock | | | | | | | 13,514.57 | I |
| | | | | | | | | ESSOP |

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| | | | |
|--------------|--------|---|------------------------|
| Common Stock | 26,012 | I | Officers' Voting Trust |
| Common Stock | 5,400 | 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)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options | \$ 7.125 | 12/14/2006 | | M | 14,500 | 05/18/2002 | 05/18/2011 | BMI Common Stock | 14,500 |
| Stock Options | \$ 7.125 | 12/15/2006 | | M | 1,500 | 05/18/2002 | 05/18/2011 | BMI Common Stock | 1,500 |
| Stock Options | \$ 5.7475 | | | | | 01/29/2003 | 01/29/2012 | BMI Common Stock | 4,000 |
| Stock Options | \$ 7 | | | | | 05/02/2004 | 05/02/2013 | BMI Common Stock | 18,000 |
| Stock Options | \$ 7 | | | | | 05/02/2004 | 05/02/2013 | BMI Common Stock | 7,200 |
| Stock Options | \$ 18.325 | | | | | 05/09/2006 | 05/09/2015 | BMI Common Stock | 3,600 |
| Stock Options | \$ 31.41 | | | | | 05/05/2007 | 05/05/2016 | BMI Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEBB DENNIS J 4545 W. BROWN DEER ROAD P.O. BOX 245036 MILWAUKEE, WI 53224-9536 | | | VP-Sales, Mktg. & Engr. | |

Signatures

Dennis J. Webb 12/18/2006

__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).

(1) 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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