

1.) CORPORATION NAME:

BADGER METER, INC.

DUE DATE: **10/31/2011**

SCC ID NO: **F0340556**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: **B.E.**

AUTH IN VI

CORPORATION SERVICE COMPANY

Bank of America Center, 16th Floor

1111 East Main Street

RICHMOND, VA 23219

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	40,000,000

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

RICHMOND CITY

4.) STATE OR COUNTRY OF INCORPORATION:

WI

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 4545 WEST BROWN DEER ROAD

CITY/ST/ZIP: MILWAUKEE, WI 53223-

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME:	RICHARD A MEEUSEN	
TITLE:	PRESIDENT	
ADDRESS:	4545 W BROWN DEER RD	
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223-	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	FRED J BEGALE	
TITLE:	VICE PRESIDENT	
ADDRESS:	4545 W BROWN DEER RD	
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223-	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	WILLIAM R BERGUM	
TITLE:	VP-CORP COUN/S	
ADDRESS:	4545 W BROWN DEER RD	
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223-	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	GREGORY M GOMEZ	
TITLE:	VICE PRESIDENT	
ADDRESS:	4545 W BROWN DEER RD	
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223-	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	HORST E GRAS	
TITLE:	VICE PRESIDENT	
ADDRESS:	4545 W BROWN DEER RD	
CITY/ST/ZIP/CO:	MILWAUKEE, WI 53223-	

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	RICHARD E. JOHNSON VP/TRES 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	RAYMOND G SERDYNSKI VICE PRESIDENT 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	BEVERLY SMILEY VP-CONTROLLER 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	KIMBERLY K STOLL VICE PRESIDENT 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	DENNIS J WEBB VICE PRESIDENT 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	KRISTIE J ZAHN VICE PRESIDENT 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	RONALD H DIX DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	THOMAS J FISCHER DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	GALE E KLAPPA DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ANDREW J POLICANO DIRECTOR 4545 W BROWN DEER RD MILWAUKEE, WI 53223-	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

NAME: STEVEN J SMITH TITLE: DIRECTOR ADDRESS: 4545 W BROWN DEER RD CITY/ST/ZIP/CO: MILWAUKEE, WI 53223-	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: JOHN J STOLLENWERK TITLE: DIRECTOR ADDRESS: 4545 W BROWN DEER RD CITY/ST/ZIP/CO: MILWAUKEE, WI 53223-	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: TODD J TESKE TITLE: DIRECTOR ADDRESS: 4545 W BROWN DEER RD CITY/ST/ZIP/CO: MILWAUKEE, WI 53223-	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.		
/s/ BEVERLY SMILEY SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	BEVERLY SMILEY, VP-CONTROLLER PRINTED NAME AND CORPORATE TITLE	10/20/2011 DATE
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.		