

BADGER METER INC

Form 8-K

October 15, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15 (D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported)      **October 15, 2008**

**Badger Meter, Inc.**

(Exact name of Registrant as Specified in Charter)

**Wisconsin**

**1-6706**

**39-0143280**

(State or Other Jurisdiction    (Commission File Number)    (IRS Employer

of Incorporation)

Identification No.)

**4545 W. Brown Deer Rd., Milwaukee, Wisconsin    53223**

(Address of Principal Executive Offices)      (Zip Code)

Registrant's telephone number, including area code:      **(414) 355-0400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition.

On October 15, 2008, the Company issued a press release announcing its quarterly financial results for the third quarter and nine months ended September 30, 2008.

A copy of the press release issued by the Company announcing the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

The exhibit filed herewith is as listed in the accompanying Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BADGER METER, INC.

Date: October 15, 2008 By: /s/ Richard E. Johnson  
Richard E. Johnson  
Senior Vice President – Finance and Treasurer  
Chief Financial Officer

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Exhibit Index to Current Report on Form 8-K  
Dated October 15, 2008

Exhibit

| <u>Number</u> | <u>Description</u> |
|---------------|--------------------|
|---------------|--------------------|

|        |                                                                       |
|--------|-----------------------------------------------------------------------|
| (99.1) | Badger Meter,<br>Inc. Press<br>Release, dated<br>October 15,<br>2008. |
|--------|-----------------------------------------------------------------------|

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