



Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 31, 2013, Dennis J. Webb, Vice President – Customer Solutions, retired from Badger Meter, Inc. (the “Company”). Due to accrued vacation time, Mr. Webb’s official last day of employment with the Company is February 5, 2014. Mr. Webb was a named executive officer in the Company’s 2013 proxy statement based on his 2012 compensation. As of April 26, 2013, Mr. Webb was no longer a corporate officer but remained subject to reporting requirements under Section 16 of the Securities and Exchange Act of 1934, as amended.

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: January 8, 2014 By: /s/ Richard E. Johnson  
Richard E. Johnson  
Senior Vice President – Finance and Treasurer  
Chief Financial Officer

-3-