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

Form 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the fiscal year ended **December 31, 2010**

BADGER METER, INC.

4545 W. Brown Deer Road
Milwaukee, Wisconsin 53223
(414) 355-0400
A Wisconsin Corporation
IRS Employer Identification No. 39-0143280
Commission File No. 001-06706

The Company has the following classes of securities registered pursuant to Section 12(b) of the Act:

Title of class:	Name of each exchange on which registered:
Common Stock	New York Stock Exchange
Common Share Purchase Rights	New York Stock Exchange

The Company does not have any securities registered pursuant to Section 12(g) of the Act.

Indicate by check mark if the Company is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☑

Indicate by check mark if the Company is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☑

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☑

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☑
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The aggregate market value of the Common Stock held by non-affiliates of the Company as of June 30, 2010 was \$553,016,134. For purposes of this calculation only, (i) shares of Common Stock are deemed to have a market value of \$38.69 per share, the closing price of the Common Stock as reported on the New York Stock Exchange on June 30, 2010, and (ii) each of the Company's executive officers and directors is deemed to be an affiliate of the Company.

As of February 6, 2011, there were 15,048,097 shares of Common Stock outstanding with a par value of \$1 per share.

Portions of the Company's Proxy Statement for the 2011 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission under Regulation 14A within 120 days after the end of the registrant's fiscal year, are incorporated by reference from the definitive Proxy Statement into Part III of this Annual Report on Form 10-K.

Special Note Regarding Forward Looking Statements

Certain statements contained in this Annual Report on Form 10-K, as well as other information provided from time to time by Badger Meter, Inc. (the "Company") or its employees, may contain forward looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward looking statements. The words "anticipate," "believe," "estimate," "expect," "think," "should," "could" and "objective" or similar expressions are intended to identify forward looking statements. All such forward looking statements are based on the Company's then current views and assumptions and involve risks and uncertainties that include, among other things:

- the continued shift in the Company's business from lower cost, manually read meters toward more expensive, value-added automatic meter reading (AMR) systems, advanced metering infrastructure (AMI) systems and the new advanced metering analytics (AMA) systems that offer a complete solution to customers' metering needs;
- the success or failure of newer Company products;
- changes in competitive pricing and bids in both the domestic and foreign marketplaces, and particularly in continued intense price competition on government bid contracts for lower cost, manually read meters;
- the actions (or lack thereof) of the Company's competitors;
- changes in the Company's relationships with its alliance partners, primarily its alliance partners that provide AMR/AMI connectivity solutions, and particularly those that sell products that do or may compete with the Company's products;
- changes in the general health of the United States and foreign economies, including to some extent such things as the length and severity of global economic downturns, the ability of municipal water utility customers to authorize and finance purchases of the Company's products, the Company's ability to obtain financing, housing starts in the United States, and overall industrial activity;
- the timing and impact of government programs to stimulate national and global economies;
- changes in the cost and/or availability of needed raw materials and parts, such as volatility in the cost of brass castings as a result of fluctuations in commodity prices, particularly for copper and scrap metal at the supplier level, foreign-sourced electronic components as a result of currency exchange fluctuations and/or lead times, and plastic resin as a result of changes in petroleum and natural gas prices;
- the Company's expanded role as a prime contractor for providing complete AMR/AMI/AMA systems to governmental entities, which brings with it added risks, including but not limited to, the Company's responsibility for subcontractor performance, additional costs and expenses if the Company and its subcontractors fail to meet the timetable agreed to with the governmental entity, and the Company's expanded warranty and performance obligations;
- the Company's ability to successfully integrate acquired businesses or products;
- changes in foreign economic conditions, particularly currency fluctuations in the United States dollar, the Euro and the Mexican peso;
- the loss of certain single-source suppliers; and
- changes in laws and regulations, particularly laws dealing with the use of lead (which can be used in the manufacture of certain meters incorporating brass housings) and the United States Federal Communications Commission rules affecting the use and/or licensing of radio frequencies necessary for AMR/AMI/AMA products.

All of these factors are beyond the Company's control to varying degrees. Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward looking statements and are cautioned not to place undue reliance on such forward looking statements. The forward looking statements made in this document are made only as of the date of this document and the Company assumes no obligation, and disclaims any obligation, to update any such forward looking statements to reflect subsequent events or circumstances.

PART I

ITEM 1. *BUSINESS*

Badger Meter, Inc. (the "Company") is a leading manufacturer and marketer of products incorporating liquid flow measurement and control technologies serving markets worldwide. The Company was incorporated in 1905.

Throughout this 2010 Annual Report on Form 10-K, the words "we", "us" and "our" refer to the Company.

Available Information

The Company's Internet address is http://www.badgermeter.com. The Company makes available free of charge (other than an investor's own Internet access charges) through its Internet website its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, on the same day they are electronically filed with, or furnished to, the Securities and Exchange Commission. The Company is not including the information contained on or available through its website as a part of, or incorporating such information by reference into, this Annual Report on Form 10-K.

Market Overview, Products, Systems and Solutions

The core competency of the Company is flow measurement solutions. The Company is a leading manufacturer and marketer of products incorporating liquid flow measurement and control technologies developed both internally and with other technology companies. Its products are used in a variety of applications, including water, oil and chemicals. The Company's product lines fall into two categories: water applications and specialty applications.

Water applications, the largest category by sales volume, include water meters and related technologies and services used by water utilities as the basis for generating water and wastewater revenues. The key market for the Company's water meter products is North America, primarily the United States, because the meters are designed and manufactured to conform to standards promulgated by the American Water Works Association. The Company's products are also sold for other water-based purposes including irrigation, water reclamation and industrial process applications.

Specialty applications include the sale of meters and related technologies and services for measuring a wide variety of fluids in industries such as food and beverage, pharmaceutical production, petroleum, heating, ventilating and air conditioning (HVAC), and measuring and dispensing automotive fluids. It also includes the sale of radio technology to natural gas utilities for installation on their gas meters.

Sales of water meters and related technologies and services for water applications constitute a majority of the Company's sales and are commonly referred to as residential or commercial meter sales, the latter referring to larger sizes of meters.

Residential and commercial water meters are generally classified as either manually read meters or remotely read meters via radio technology. A manually read meter consists of the water meter and a register that gives a visual display of the meter reading. Meters equipped with radio transmitters use encoder registers to convert the measurement data from the meter into a digital format which is then transmitted via radio frequency to a receiver that collects and formats the data appropriately for a water utility's billing system. Drive-by systems, referred to as automatic meter reading (AMR) systems, have been the primary technology deployed by water utilities over the past two decades, providing accurate and cost-effective billing data. In an AMR system, a vehicle equipped for meter reading purposes, including a radio receiver, computer and reading software, collects the data from the utility's meters.

Fixed network advanced metering infrastructure (AMI) systems continue to build interest among water utilities. These systems incorporate a network of permanent data collectors or gateway receivers that are always active or listening for the radio transmission from the utility's meters. AMI systems eliminate the need for utility personnel to drive through service territories to collect meter reading data and they have the ability to provide the utility with more frequent and diverse data from the utility's meters at specified intervals.

In early 2011, the Company introduced what it believes will be the next generation of metering technology, Advanced Metering Analytics (AMA), that incorporates both drive-by and fixed network reading capabilities, along with a host of automated utility management tools to facilitate the ability of water utilities to increase their productivity and revenue. AMA is comprised of Readcenter® Analytics software coupled with the new ORION SE® two-way fixed network technology, which is complemented by a family of highly accurate and reliable meters.

The Company's net sales and corresponding net earnings depend on unit volume and product mix, with the Company generally earning higher margins on meters equipped with AMR or AMI technology. In addition to selling its proprietary AMR/AMI products, including the ORION® AMR technology and the GALAXY® AMI system, the Company also remarkets the Itron® AMR product under a license and distribution agreement. The Company's proprietary AMR/AMI products generally result in higher margins than the remarketed, non-proprietary AMR/AMI products. The Company also sells registers and radios separately to customers who wish to upgrade their existing meters in the field.

The proprietary ORION receiver technology has been licensed to other technology providers, including those providing AMR/AMI products that communicate over power lines, broadband networks, and proprietary radio frequency networks, allowing ORION a distinct connectivity advantage in the AMR/AMI market. In addition, the ORION universal gateway receiver transmits data over a variety of public wireless networks, which allows for strategic deployments, such as monitoring large commercial users.

Water meter replacement, along with the adoption and deployment of new technology, comprise the majority of water meter product sales, including AMR/AMI products. To a much lesser extent, housing starts also contribute to the new product sales base. Over the last decade, there has been a growing trend in the conversion from manually read water meters to AMR/AMI technology. This conversion rate is accelerating and contributes to an increased water meter and AMR/AMI base of business. The Company estimates that less than 30 percent of water meters installed in the United States have been converted to automatic meter reading systems. The Company's strategy is to fulfill customers' metering expectations and requirements with its proprietary meter reading systems or other systems available through its alliance partners in the marketplace.

The specialty application products serve niche flow measurement and control applications across a broad industrial spectrum. Specialized communication protocols that control the entire flow measurement process drive these markets. The Company's specific flow measurement and control applications and technologies serve the flow measurement market through both customized and standard precision flow measurement technologies. This product group also includes sales of the ORION radio technology to natural gas utilities for installation on their meters.

The Company's products are primarily manufactured and assembled in the Company's Milwaukee, Wisconsin; Tulsa, Oklahoma; Scottsdale, Arizona; Nogales, Mexico; Neuffen, Germany; and Brno, Czech Republic facilities.

The Company's products are sold throughout the world through various distribution channels including direct sales representatives, distributors and independent sales representatives. Depending on the customer mix, there can be a moderate seasonal impact on sales, primarily relating to higher sales of certain water application products during the spring and summer months. No single customer accounts for more than 10 percent of the Company's sales.

Competition

There are competitors for each application for which the Company sells its products, and the competition varies from moderate to intense. Major competitors for utility water meters include Sensus USA Inc., Neptune Technology Group, Elster Metering and Master Meter. The Company's primary competitors for water utility AMR and AMI products are Itron, Inc., Neptune Technology Group and Sensus USA Inc. While the Company sells its own proprietary AMR/AMI systems (ORION and GALAXY), it is also a reseller of the Itron products. A number of the Company's competitors in certain markets have greater financial resources than the Company. However, the Company believes it currently provides the leading technology in water meters and AMR/AMI/AMA water systems. As a result of significant research and development activities, the Company enjoys favorable patent positions and trade secret protections for several of its products.

Backlog

The Company's total backlog of unshipped orders at December 31, 2010 and 2009 was $36.9 million and $27.5 million, respectively. The backlog is comprised of firm orders and signed contractual commitments, or portions of such commitments, that call for shipment within 12 months. Backlog can be significantly affected by the timing of orders for large projects and the amounts can vary due to the timing of work performed. Included in the 2010 backlog are some orders received under a new distributor sales incentive program. The Company is unable to determine the impact of this new program on the 2010 backlog, because it is unclear what orders would have been placed had this program not been implemented.

Raw Materials

Raw materials used in the manufacture of the Company's products include purchased castings made of metal or alloys (such as bronze, which uses copper as its main component, aluminum, stainless steel, cast iron, brass and stellite), plastic resins, glass, microprocessors and other electronic subassemblies and components. There are multiple sources for these raw materials, but the Company relies on single suppliers for most bronze castings and certain electronic subassemblies. The Company believes these items would be available from other sources, but that the loss of certain suppliers would result in a higher cost of materials, delivery delays, short-term increases in inventory and higher quality control costs in the short term. The Company carries business interruption insurance on key suppliers. The Company's purchases of raw materials are based on production schedules, and as a result, inventory on hand is generally not exposed to price fluctuations. World commodity markets and currency exchange rates may also affect the prices of material purchased in the future. The Company does not hold significant amounts of precious metals.

Research and Development

Expenditures for research and development activities relating to the development of new products, the improvement of existing products and manufacturing process improvements were $7.2 million in 2010 compared to $6.9 million in 2009 and $7.1 million in 2008. Research and development activities are primarily sponsored by the Company. The Company also engages in some joint research and development with other companies.

Intangible Assets

The Company owns or controls many patents, trademarks and trade names, directly and through license agreements, in the United States and other countries that relate to its products and technologies. No single patent, trademark, trade name or license is material to the Company's business as a whole.

Environmental Protection

The Company is subject to contingencies related to environmental laws and regulations. The Company is named as one of many potentially responsible parties in two landfill lawsuits and is in the process of resolving a claim related to a parcel of land adjoining the Company's property. The landfill sites are impacted by the Federal Comprehensive Environmental Response, Compensation and Liability Act and other environmental laws and regulations. At this time, the Company does not believe the ultimate resolution of these matters will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. Regarding the landfill sites, this belief is based on the Company's assessment of its limited past involvement with these landfill sites as well as the substantial involvement of and government focus on other named third parties with these landfill sites. However, due to the inherent uncertainties of such proceedings, the Company cannot predict the ultimate outcome of any of these matters. A future change in circumstances with respect to these specific matters or with respect to sites formerly or currently owned or operated by the Company, off-site disposal locations used by the Company, and property owned by third parties that is near such sites, could result in future costs to the Company and such amounts could be material. Expenditures during 2010, 2009 and 2008 for compliance with environmental control provisions and regulations were not material.

Employees

The Company and its subsidiaries employed 1,293 persons at December 31, 2010, 180 of whom are covered by a collective bargaining agreement with District 10 of the International Association of Machinists. The Company is currently operating under a four-year contract with the union, which expires on October 31, 2012. The Company believes it has good relations with the union and all of its employees.

The following table sets forth certain information regarding the executive officers of the Company.

Name	Position	Age at 2/28/2011
Richard A. Meeusen	Chairman, President and Chief Executive Officer	56
Richard E. Johnson	Senior Vice President — Finance, Chief Financial Officer and Treasurer	56
Fred J. Begale	Vice President — Engineering	46
William R. A. Bergum	Vice President — General Counsel and Secretary	46
Gregory M. Gomez	Vice President — Business Development	46
Horst E. Gras	Vice President — International Operations	55
Raymond G. Serdynski	Vice President — Manufacturing	54
Beverly L. P. Smiley	Vice President — Controller	61
Kimberly K. Stoll	Vice President — Marketing	44
Dennis J. Webb	Vice President — Sales	63
Kristie J. Zahn	Vice President — Human Resources	54

There are no family relationships between any of the executive officers. Officers are elected annually at the first meeting of the Board of Directors held after each annual meeting of the shareholders. Each officer holds office until his or her successor has been elected or until his or her death, resignation or removal. There is no arrangement or understanding between any executive officer and any other person pursuant to which he or she was elected as an officer.

Mr. Meeusen has served as Chairman, President and Chief Executive Officer for more than five years.

Mr. Johnson has served as Senior Vice President — Finance, Chief Financial Officer and Treasurer for more than five years.

Mr. Begale was elected Vice President — Engineering in December 2010. Mr. Begale served as Vice President — Business Development from April 2009 to December 2010 and Director — Business Development from March 2007 to April 2009. Prior to March 2007, Mr. Begale was Operations and Product Development Manager at Eaton Corporation — Eaton Aftertreatment Business Unit from January 2006 to March 2007.

Mr. Bergum was elected Vice President — General Counsel and Secretary in February 2006. Mr. Bergum served as General Counsel prior to that.

Mr. Gomez was elected Vice President — Business Development in December 2010. Mr. Gomez served as Vice President — Engineering from February 2008 to December 2010, Director of Engineering from July 2007 to February 2008 and Manager — Mechanical Engineering prior to that.

Mr. Gras has served as Vice President — International Operations for more than five years.

Mr. Serdynski was elected Vice President — Manufacturing in February 2008. Mr. Serdynski served as Director of Manufacturing Operations prior to that.

Ms. Smiley has served as Vice President — Controller for more than five years.

Ms. Stoll was elected Vice President — Marketing in April 2009 and served as Director — Utility Marketing from August 2008 to April 2009. Prior to August 2008, Ms. Stoll was Marketing Manager at Dorner Manufacturing from April 2007 to June 2008 and Marketing Manager at Rockwell Automation prior to that.

Mr. Webb was elected Vice President — Sales in April 2009. Mr. Webb served as Vice President — Sales and Marketing from February 2008 to April 2009 and Vice President — Sales, Marketing and Engineering prior to that.

Ms. Zahn was elected Vice President — Human Resources in April 2009 and served as Director — Human Resources from July 2008 to April 2009. Prior to July 2008, Ms. Zahn was Vice President — Human Resources at Fiserv from October 2007 to June 2008, Director — Human Resources at the University of Wisconsin — Parkside from May 2006 to September 2007 and Director — Human Resources at Thermasys prior to that.

Foreign Operations and Export Sales

The Company has distributors, direct sales representatives and independent sales representatives throughout the world. Additionally, the Company has a sales, distribution and manufacturing facility in Neuffen, Germany; sales and customer service offices in Mexico, Singapore, China and Slovakia; manufacturing facilities in Nogales, Mexico; and a manufacturing and sales facility in Brno, Czech Republic. The Company exports products from the United States that are manufactured in Milwaukee, Wisconsin; Tulsa, Oklahoma and Scottsdale, Arizona.

Information about the Company's foreign operations and export sales is included in Note 10 "Industry Segment and Geographic Areas" in the Notes to Consolidated Financial Statements in Part II, Item 8 of this 2010 Annual Report on Form 10-K.

Financial Information about Industry Segments

The Company operates in one industry segment as a manufacturer and marketer of products incorporating liquid flow measurement and control technologies as described in Note 10 "Industry Segment and Geographic Areas" in the Notes to Consolidated Financial Statements in Part II, Item 8 of this 2010 Annual Report on Form 10-K.

ITEM 1A. ***RISK FACTORS***

Shareholders, potential investors and other readers are urged to consider the significant business risks described below in addition to the other information set forth or incorporated by reference in this 2010 Annual Report on Form 10-K, including the "Special Note Regarding Forward Looking Statements" at the front of this 2010 Annual Report on Form 10-K. If any of the events contemplated by the following risks actually occur, our financial condition or results of operations could be materially adversely affected. The following list of risk factors may not be exhaustive. We operate in a continually changing business, economic and geopolitical environment, and new risk factors may emerge from time to time. We can neither predict these new risk factors with certainty nor assess the precise impact, if any, on the business, or the extent to which any factor, or combination of factors, may adversely impact our results of operations. While there is much uncertainty, we do analyze the risks we face, perform a probability assessment of their impacts and attempt to soften their potential impact when and if possible.

Competitive pressures in the marketplace could decrease revenues and profits:

Competitive pressures in the marketplace for our products could adversely affect our competitive position, leading to a possible loss of market share or a decrease in prices, either of which could result in decreased revenues and profits. We operate in an environment where competition varies from moderate to intense and a number of our competitors have greater financial resources. Our competitors also include alliance partners that sell products that do or may compete with our products, particularly those that provide AMR or AMI connectivity solutions. The principal elements of competition for our most significant product applications, residential and commercial water meters for the utility market (with various AMR/AMI technology systems), are price, product technology, quality and service. The competitive environment is also affected by the movement toward AMR, AMI or AMA technologies and away from manual read meters, the demand for replacement units and, to some extent, such things as global economic conditions, the timing and size of governmental programs such as stimulus fund programs, the ability of municipal water utility customers to authorize and finance purchases of our products, our ability to obtain financing, housing starts in the United States, and overall economic activity. For our specialty application products, the competitive environment is affected by the general economic health of various industrial sectors particularly in the United States and Europe.

The inability to develop technologically advanced products could harm future success:

We believe that our future success depends, in part, on our ability to develop technologically advanced products that meet or exceed appropriate industry standards. Although we believe that we currently have a competitive advantage in this area, maintaining such advantage will require continued investment in research and development, sales and marketing. There can be no assurance that we will have sufficient resources to make such investments or that we will be able to make the technological advances necessary to maintain such competitive advantage. If we are unable to maintain such competitive advantage, our future financial performance may be adversely affected. We are not currently aware of any emerging standards or new products that could render our existing products obsolete.

The inability to obtain adequate supplies of raw materials and component parts at favorable prices could decrease profit margins and negatively impact timely delivery to customers:

We are affected by the availability and prices for raw materials, including purchased castings made of metal or alloys (such as bronze, which uses copper as its main component, aluminum, stainless steel, cast iron, brass and stellite), plastic resins, glass, microprocessors and other electronic subassemblies, and components that are used in the manufacturing process. The inability to obtain adequate supplies of raw materials and component parts for our products at favorable prices could have a material adverse effect on our business, financial condition or results of operations by decreasing profit margins and by negatively impacting timely deliveries to customers. In the past, we have been able to offset increases in raw materials and component parts by increased sales prices, active materials management, product engineering programs and the diversity of materials used in the production processes. However, we cannot be certain that we will be able to accomplish this in the future. Since we do not control the actual production of these raw materials and component parts, there may be delays caused by an interruption in the production of these materials for reasons that are beyond our control. World commodity markets and inflation may also affect raw material and component part prices.

Economic conditions could cause a material adverse impact on sales and operating results:

As a supplier of products primarily to water utilities, we may be adversely affected by global economic conditions and delays in governmental programs created to stimulate the economy that affects our customers, including independent distributors, large city utilities, private water companies and numerous smaller municipal water utilities. These customers may delay capital projects, including non-critical maintenance and upgrades, or may not have the ability to authorize and finance purchases during economic downturns or instability in world markets. While we also sell products for other applications to reduce our dependency on the water application market, a significant downturn in the water application market could cause a material adverse impact on sales and operating results. Therefore, a downturn in general economic conditions, as well as in the water application market, and delays in the timing or amounts of possible economic stimulus fund programs or the availability of funds to municipalities could result in a reduction in demand for our products and services and could harm the business.

Failure to manufacture quality products could have a material adverse effect on our business:

If we fail to maintain and enforce quality control and testing procedures, our products will not meet the required performance standards. Product quality and performance are a priority for us since our products are used in various applications where precise control of fluids is essential. Although we believe we have a very good reputation for product quality, any future production and/or sale of substandard products would seriously harm our reputation, resulting in both a loss of current customers to competitors and damage to our ability to attract new customers. In addition, if any of our products prove to be defective, we may be required to participate in a recall involving such products. A successful claim brought against us with respect to a defective product in excess of available insurance coverage, if any, or a requirement to participate in a major product recall, could have a material adverse effect on our business, results of operations or financial condition.

Litigation against us could be costly, time consuming to defend and could adversely affect profitability:

From time to time, we are subject to legal proceedings and claims that arise in the ordinary course of business. We may also be subject to workers' compensation claims, employment disputes, unfair labor practice charges, customer and supplier disputes, product liability claims and contractual disputes related to warranties arising out of the conduct of our business. Litigation may result in substantial costs and may divert management's attention and resources, which could adversely affect our profitability or financial condition.

Changes in environmental or regulatory requirements could entail additional expenses that could decrease profitability:

We cannot predict the nature, scope or effect of future environmental or regulatory requirements to which our operations might be subject or the manner in which existing or future laws will be administered or interpreted. Compliance with such laws or regulations may entail additional expenses that could decrease profitability. We are subject to a variety of environmental laws, such as lead content in certain meters incorporating brass housings, and regulatory laws affecting the use and/or licensing of radio frequencies necessary for AMR/AMI/AMA products, as well as regulations related to customs and trade practices. Currently, the cost of complying with existing laws is included as part of our on-going expenses and does not have a material effect on our business or financial position, but a change in the future could adversely affect our profitability.

Risks related to foreign markets could decrease profitability:

Since we sell products worldwide as well as manufacture products in several countries, we are subject to risks associated with doing business internationally. These risks include changes in foreign currency exchange rates, changes in a specific country's or region's political or economic conditions, potentially negative consequences from changes in tax laws or regulatory requirements, differing labor regulations, and the difficulty of managing widespread operations.

An inability to attract and retain skilled employees could negatively impact growth and decrease profitability:

Our success depends on our continued ability to identify, attract, develop and retain skilled personnel throughout our organization. Current and future compensation arrangements, including benefits, may not be sufficient to attract new employees or retain existing employees, which may hinder our growth.

Rising healthcare and retirement benefit costs could increase cost pressures and decrease profitability:

We estimate liabilities and expenses for pensions and other postretirement benefits that require the use of assumptions relating to the rates used to discount the future estimated liability, rate of return on any assets and various assumptions related to the age and cost of the workforce. Actual results may differ from the estimates and have a material adverse effect on future results of operations or on the financial statements as a whole. Rising healthcare and retirement benefit costs in the United States may also add to cost pressures and decrease our profitability.

A failure to maintain good corporate governance practices could damage our reputation and adversely affect our future success:

We have a history of good corporate governance, including procedures and processes that are required by the Sarbanes-Oxley Act of 2002 and related rules and regulations, such as board committee charters, and a code of business conduct that defines how employees interact with our various stakeholders and addresses issues such as confidentiality, conflict of interest and fair dealing. Failure to maintain these corporate governance practices could harm our reputation and have a material adverse effect on our business and results of operations.

Failure to successfully integrate acquired businesses or products in the future could adversely affect our operations:

As part of our business strategy, we will continue to evaluate and may pursue selected business or product acquisition opportunities that we believe may provide us with certain operating and financial benefits. If we complete any such acquisitions, they may require integration into our existing business with respect to administrative, financial, sales and marketing, manufacturing and other functions to realize these anticipated benefits. If we are unable to successfully integrate a business or product acquisition, we may not realize the benefits identified in our due diligence process, and our financial results may be negatively impacted. Additionally, significant unexpected liabilities may arise during or after completion of an acquisition.

ITEM 1B. *UNRESOLVED STAFF COMMENTS*

None.

ITEM 2. *PROPERTIES*

The principal facilities utilized by the Company at December 31, 2010 are listed below. The Company owns all such facilities in fee simple. The Company believes that its facilities are generally well maintained and have sufficient capacity for its current needs.

Location	Principal use	Approximate area (square feet)
Milwaukee, Wisconsin	Manufacturing and offices	323,500
Tulsa, Oklahoma	Manufacturing and offices	59,500
Brno, Czech Republic	Manufacturing and offices	27,800
Neuffen, Germany	Manufacturing and offices	21,500
Nogales, Mexico	Manufacturing and offices	140,000
Nogales, Mexico	Manufacturing and offices	41,300

ITEM 3. *LEGAL PROCEEDINGS*

In the normal course of business, the Company is named in legal proceedings from time to time. There are currently no material legal proceedings pending with respect to the Company. The more significant legal proceedings are discussed below.

Like other companies in recent years, the Company has been named as a defendant in numerous multi-claimant/multi-defendant lawsuits alleging personal injury as a result of exposure to asbestos, manufactured by third parties, and integrated into or sold with a very limited number of the Company's products. The Company is vigorously defending itself against these claims. Although it is not possible to predict the ultimate outcome of these matters, the Company does not believe the ultimate resolution of these issues will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. This belief is based in part on the fact that no claimant has proven or substantially demonstrated asbestos exposure caused by products manufactured or sold by the Company and that a number of cases have been voluntarily dismissed.

The Company is subject to contingencies related to environmental laws and regulations. Information about the Company's compliance with environmental regulations is included in Part I, Item 1 of this 2010 Annual Report on Form 10-K under the heading "Environmental Protection."

ITEM 4. *[Reserved]*

PART II

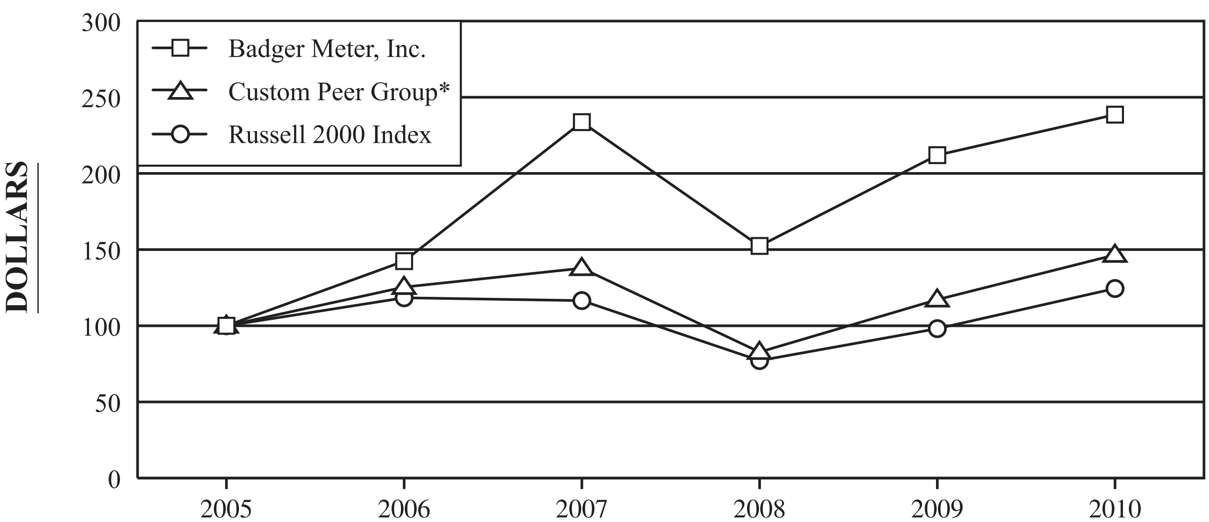
ITEM 5. *MARKET FOR THE REGISTRANT'S COMMON STOCK, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES*

Information required by this Item is set forth in Note 11 "Unaudited: Quarterly Results of Operations, Common Stock Price and Dividends" in the Notes to Consolidated Financial Statements in Part II, Item 8 of this 2010 Annual Report on Form 10-K.

The following information in Item 5 of this Annual Report on Form 10-K is not deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934 or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates it by reference into such a filing.

The following graph compares on a cumulative basis the yearly percentage change since January 1, 2006 in (a) the total shareholder return on the Common Stock with (b) the total return on the Russell 2000 Index and (c) the total return of a peer group made up of 11 companies in similar industries and with similar market capitalization as selected by an independent consulting firm. The graph assumes $100 invested on December 31, 2005. It further assumes the reinvestment of dividends. The returns of each component company in the peer group have been weighted based on such company's relative market capitalization.

Comparison of Cumulative Total Return



December 31	2005	2006	2007	2008	2009	2010
Badger Meter, Inc.	$100.00	$142.43	$233.66	$152.39	$211.99	$238.58
Russell 2000 Index	$100.00	$118.37	$116.51	$ 77.15	$ 98.11	$124.46
Custom Peer Group*	$100.00	$125.40	$137.77	$ 82.75	$117.16	$146.51

* Peer Group consists of Axcess International, Inc., Badger Meter, Inc., Bio-Rad Labs, Inc., Candela Corporation (acquired in 2010), Frequency Electronics, Inc., Innovex, Inc., Integral Vision, Inc., K-Tron International, Inc. (acquired in 2010), Keithley Instruments, Inc., Newport Corporation, and Research Frontiers, Inc.

ITEM 6. *SELECTED FINANCIAL DATA*

BADGER METER, INC.

Ten Year Summary of Selected Consolidated Financial Data

	Years ended December 31,									
	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001
	(Dollars in thousands except per share data)									
Operating results										
Net sales	$276,634	250,337	279,552	234,816	229,754	203,637	188,663	168,728	160,350	138,537
Research and development	$ 7,164	6,910	7,136	5,714	5,458	5,343	4,572	6,070	5,658	5,422
Earnings from continuing operations before income taxes	$ 44,438	42,333	39,555	29,325	27,489	25,664	20,325	15,658	12,359	5,010
Earnings from continuing operations	$ 28,662	26,780	25,084	18,386	16,568	16,164	12,056	9,798	7,819	3,364
Earnings (loss) from discontinued operations(1)	$ n/a	7,390	n/a	(1,929)	(9,020)	(2,911)	(2,423)	(2,221)	(548)	n/a
Net earnings	$ 28,662	34,170	25,084	16,457	7,548	13,253	9,633	7,577	7,271	3,364
Earnings from continuing operations to sales	10.4%	10.7%	9.0%	7.8%	7.2%	7.4%	6.4%	5.8%	4.9%	2.4%
Per Common share										
Basic earnings from continuing operations	$ 1.92	1.81	1.72	1.29	1.19	1.20	0.91	0.76	0.62	0.27
Basic earnings (loss) from discontinued operations	$ n/a	0.50	n/a	(0.13)	(0.65)	(0.22)	(0.18)	(0.17)	(0.04)	n/a
Total basic earnings	$ 1.92	2.31	1.72	1.16	0.54	0.98	0.73	0.59	0.58	0.27
Diluted earnings from continuing operations	$ 1.91	1.79	1.69	1.26	1.15	1.15	0.89	0.75	0.59	0.26
Diluted earnings (loss) from discontinued operations	$ n/a	0.49	n/a	(0.13)	(0.63)	(0.20)	(0.18)	(0.17)	(0.04)	n/a
Total diluted earnings	$ 1.91	2.28	1.69	1.13	0.52	0.95	0.71	0.58	0.55	0.26
Cash dividends declared:										
Common Stock	$ 0.52	0.46	0.40	0.34	0.31	0.29	0.28	0.27	0.26	0.25
Price range — high	$ 45.49	44.90	62.74	46.43	32.20	25.63	16.00	9.94	8.50	8.31
Price range — low	$ 32.58	22.50	17.58	23.00	19.51	13.23	8.53	6.13	5.52	4.94
Closing price	$ 44.22	39.82	29.02	44.95	27.70	19.62	14.98	9.54	8.00	5.61
Book value*	$ 11.19	9.65	7.50	6.33	5.07	5.36	4.77	4.19	3.74	3.38
Shares outstanding at year-end										
Common Stock	15,048	14,973	14,808	14,519	14,154	13,696	13,444	13,170	12,882	12,720
Financial position										
Working capital*	$ 64,658	60,419	35,740	38,725	33,648	32,923	25,461	25,946	6,825	23,170
Current ratio*	3.0 to 1	3.3 to 1	1.7 to 1	1.9 to 1	1.7 to 1	1.8 to 1	1.6 to 1	1.7 to 1	1.1 to 1	2.0 to 1
Net cash provided by operations	$ 18,396	36,588	26,143	27,934	16,750	18,361	6,297	15,221	12,234	8,587
Capital expenditures	$ 9,238	7,750	13,237	15,971	11,060	9,088	5,582	5,214	5,914	5,007
Total assets	$215,864	191,016	195,358	150,301	139,383	145,867	142,961	133,851	126,463	101,375
Short-term and current portion of long-term debt	$ 12,878	8,003	19,670	13,582	17,037	13,328	22,887	9,188	26,290	8,264
Long-term debt	$ n/a	n/a	5,504	3,129	5,928	15,360	14,819	24,450	13,046	20,498
Shareholders' equity(2)	$168,383	144,461	111,023	91,969	71,819	73,416	64,066	55,171	48,095	43,002
Debt as a percent of total debt and equity*	7.1%	5.2%	18.5%	15.4%	26.8%	30.1%	37.0%	37.9%	45.0%	40.1%
Return on shareholders' equity*	17.0%	18.5%	22.6%	20.0%	23.1%	22.0%	18.8%	17.8%	16.3%	7.8%
Price/earnings ratio*	23.15	22.2	17.2	35.7	24.1	17.1	16.8	12.7	11.1	21.6

(1) The Company's French operations have been presented as discontinued operations for 2002 through 2007, the years of ownership. In 2009, discontinued operations represented the recognition of previously unrecognized tax benefits for certain deductions that were taken on prior tax returns related to the shutdown of the Company's French operations.

(2) The Company adopted the provisions of the Financial Standards Accounting Board Accounting Standards Codification 715, "Compensation — Retirement Benefits" on December 31, 2006, with respect to recognizing

the funded status of pension and postretirement benefit plans, and at December 31, 2008, with respect to changing the measurement date.

* Description of calculations as of the applicable year end:

Book value per share equals total shareholders' equity at year-end divided by the number of common shares outstanding.

Working capital equals total current assets less total current liabilities.

Current ratio equals total current assets divided by total current liabilities.

Debt as a percent of total debt and equity equals total debt (the sum of short-term debt, current portion of long-term debt and long-term debt) divided by the sum of total debt and total shareholders' equity at year-end. The debt of the discontinued French operations is included in this calculation for 2002 through 2007, the years of ownership, although there was no debt at the end of 2007 related to the French operations.

Return on shareholders' equity equals earnings from continuing operations divided by total shareholders' equity at year-end.

Price/earnings ratio equals the closing stock price for common stock divided by diluted earnings per share from continuing operations.

ITEM 7. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

BUSINESS DESCRIPTION AND OVERVIEW

The Company's core competency is flow measurement solutions. The Company is a leading manufacturer and marketer of products incorporating liquid flow measurement and control technologies developed both internally and with other technology companies. Its products are used in a variety of applications, including water, oil and chemicals. The Company's product lines fall into two categories: water applications and specialty applications.

Water applications, the largest category by sales volume, include water meters and related technologies and services used by water utilities as the basis for generating water and wastewater revenues. The key market for the Company's water meter products is North America, primarily the United States, because the meters are designed and manufactured to conform to standards promulgated by the American Water Works Association. The Company's products are also sold for other water-based purposes including irrigation, water reclamation and industrial process applications.

Specialty applications include the sale of meters and related technologies and services for measuring a wide variety of fluids in industries such as food and beverage, pharmaceutical production, petroleum, heating, ventilating and air conditioning (HVAC), and measuring and dispensing automotive fluids. It also includes the sale of radio technology to natural gas utilities for installation on their gas meters.

Additional information about the Company's business is described in Part 1, Item 1 "Business" under the heading "Market Overview, Products, Systems and Solutions" in this 2010 Annual Report on Form 10-K.

Business Trends

Increasingly, the electric utility industry relies on AMI technology for two-way communication to monitor and control electrical devices at the customer's site. Although the Company does not sell products for electric market applications, the trend toward AMI affects the markets in which the Company does participate, particularly the water utility market. Specifically, AMI enables water utilities to capture interval readings from each meter at specific intervals.

In early 2011, the Company introduced what it believes will be the next generation of metering technology, Advanced Metering Analytics (AMA), that incorporates both drive-by and fixed network reading capabilities, along with a host of automated utility management tools to facilitate the ability of water utilities to increase their productivity and revenue. AMA is comprised of Readcenter® Analytics software coupled with the new ORION SE® two-way fixed network technology, which is complemented by a family of highly accurate and reliable meters. Utilities will be able to proactively manage their day-to-day operations through powerful analytics-based software and two-way fixed network meter reading.

The Company sells its technology solutions to meet customer requirements. Since the technology products have comparable margins, any acceleration or slowdown in the trend toward AMR, AMI or AMA is not expected to have a significant impact on the Company's net sales related to meter reading technology.

There are approximately 53,000 water utilities in the United States and the Company estimates that less than 30 percent of them have converted to an AMR or AMI technology. Although there is growing interest in AMI communication by water utilities, the vast majority of utilities installing AMR or AMI technology continue to select AMR technologies for their applications. The Company's ORION technology has experienced rapid acceptance in the United States as an increasing number of water utilities have selected ORION as their AMR solution. The Company anticipates that even with growing interest in AMI, AMR will continue to be the primary product of choice for a number of years. For many water utilities, AMR technology is simply the most cost-effective solution available today. However, with the introduction of AMA, the Company believes it is well-positioned to meet customers' future needs.

Acquisition

On April 1, 2010, the Company purchased Cox Instruments, LLC of Scottsdale, Arizona, and its subsidiary Flow Dynamics, Inc. for $7.8 million. Cox Instruments and Flow Dynamics manufacture and market precision high performance flow meters that are used in demanding applications such as aerospace, custody transfer and flow measurement test stands. The Company merged the two entities into a wholly-owned subsidiary named Cox Flow Measurement, Inc. on April 1, 2010, and merged the subsidiary into Badger Meter, Inc. on December 31, 2010. This acquisition is further described in Note 3 "Acquisitions, Investment and Discontinued Operations" in the accompanying Notes to Consolidated Financial Statements in this 2010 Annual Report on Form 10-K.

Revenue and Product Mix

Prior to the Company's introduction of its own proprietary AMR products (ORION), Itron water utility-related products were a dominant AMR contributor to the Company's results. Itron products are sold under an agreement between the Company and Itron, Inc. that has been renewed multiple times and is in effect until early 2016. The Company's ORION products directly compete with Itron water AMR products. In recent years, many of the Company's customers have selected ORION products over Itron products. While ORION sales were 2.2 times greater than those of the Itron licensed products for 2010, and 2.3 times greater for 2009, the Company expects that the Itron products will remain a significant component of sales to utilities. Continuing sales in both product lines underscores the continued acceptance of AMR technology by water utilities and affirms the Company's strategy of selling Itron products in addition to its own proprietary products.

As the industry continues to evolve, the Company has been vigilant in anticipating and exceeding customer expectations. In early 2011, the Company introduced AMA as a hardware and software solution for water and gas utilities, which it believes will help maintain its position as a market leader. The Company continues to seek opportunities for additional revenue enhancement. For instance, the Company is periodically asked to oversee and perform field installation of its products for certain customers. The Company assumes the role of general contractor, hiring installation subcontractors and supervising their work. The Company also supports its product and technology sales with the sale of extended service programs that provide additional services beyond the standard warranty. In recent years, the Company has also sold ORION radio technology to natural gas utilities for installation on their gas meters. The revenues from such products and services are not yet significant and the Company is uncertain of the potential growth achievable for such products and services in future periods.

RESULTS OF OPERATIONS

Net Sales

Net sales in 2010 increased $26.3 million, or 10.5%, to $276.6 million from $250.3 million in 2009. The overall increase was the net result of higher volumes for many of the Company's products, particularly in specialty application products. In addition, certain product lines were favorably affected by price increases.

Water application products represented 84.3% of total net sales in 2010 compared to 89.6% in 2009. These sales increased in 2010 by $9.1 million, or 4.1%, to $233.3 million from $224.2 million. Sales increased in AMR/AMI related products due to volume and price increases. The Company believes customers who had delayed purchasing decisions because of the possibility of funds becoming available under U.S. government stimulus programs made purchases in 2010 as funds were allocated and buying patterns returned to more normal levels. Sales of the Company's ORION technology products increased 2.8% from 2009 levels and sales of the Itron related products saw an 8.6% increase from 2009 levels. In 2010, ORION related water products outsold Itron related water products by a ratio of 2.2 to 1. Sales of local or manual read meters declined 7.5% as more customers continue to purchase automated systems. Commercial meter sales in 2010 were slightly higher than in 2009 due to volume and price increases.

Specialty products represented 15.7% of total sales in 2010 compared to 10.4% in 2009. These sales increased $17.2 million, or 65.9%, to $43.3 million in 2010 compared to $26.1 million in 2009. The increase was due to increased volumes over unusually low 2009 levels, due to improving economic conditions, the acquisition of Cox Flow Measurement in the second quarter of 2010 and increased sales of the ORION radio into the natural gas market. Sales of natural gas related products increased $8.8 million from $2.4 million in 2009 to nearly $11.2 million in 2010. Much of this increase was attributable to one customer, whom the Company expects will continue to purchase for the next two years.

International sales for water application meters and related technologies are generally made to customers in Canada and Mexico, which use similar mechanical technology as customers in the U.S. International sales for other water application and specialty application products are comprised primarily of sales of small valves, electromagnetic meters and automotive fluid meters in Europe, sales of electromagnetic meters and related technologies in Latin America, and sales of valves and other metering products throughout the world. In Europe, sales are made primarily in Euros. Other international sales are made in U.S. dollars or local currencies. International sales increased 24.7% to $30.8 million in 2010 from $24.7 million in 2009 primarily due to higher water application product sales in Mexico and higher specialty application product sales in a variety of other countries as the global economy slowly recovers.

The Company's net sales decreased by $29.3 million, or 10.5%, in 2009 to $250.3 million from $279.6 million in 2008. The decrease was driven by lower sales of the Company's products due principally to volume declines, offset somewhat by higher prices on certain products.

Water application products represented 89.6% of total net sales in 2009 compared to 86.7% in 2008. Sales declined in all water application product lines. Sales of water application products decreased to $224.2 million, a 7.5% decrease from sales in 2008 of $242.3 million. This decrease was driven by lower volumes of meters sold, both with and without AMR/AMI technologies. While the state of the economy certainly played a role in the sales decline, the Company also believes some customers delayed purchasing decisions because of the possibility that funds would become available under U.S. government stimulus programs. Sales of the Company's ORION technology products in 2009 decreased 9.1% from 2008 levels and sales of the Itron related products in 2009 were a 5.6% decrease from 2008 levels. In 2009, ORION related products outsold Itron related products by a ratio of 2.3 to 1. Commercial meter sales decreased nearly 22% due to volume declines compared to 2008, which was an exceptionally strong year for these products.

Specialty products represented 10.4% of total net sales in 2009 compared to 13.3% in 2008. These sales declined by $11.2 million, or 30.0%, to $26.1 million in 2009 from $37.3 million in 2008 due to volume declines related to the economic conditions.

International sales decreased by 24.5% to $24.7 million in 2009 from $32.7 million in 2008 due to lower sales of products in Europe and Mexico as a result of global economic conditions and to foreign currency translation effects.

Gross Margins

Gross margins as a percentage of sales were 37.2%, 38.8% and 35.2% for 2010, 2009 and 2008, respectively. Gross margins were lower in 2010 compared to 2009 due to significantly higher commodity costs, particularly copper, mitigated somewhat by higher prices charged for the Company's products as well as cost reductions as the Company begins to transition additional operations to its Mexican facilities. This transition is expected to be completed in the second quarter of 2011. Approximately 70 positions are being transferred from the Milwaukee facility to the Mexican facility as part of a plan to move production to lower-cost facilities.

Gross margins increased in 2009 over 2008 as a result of lower commodity costs, particularly copper that was substantially under 2008 levels, and the favorable effects of manufacturing cost control efforts. Partially offsetting this was the effect of lower sales of certain higher margin products, including products that are sold with AMR/AMI technologies.

Operating Expenses

Selling, engineering and administration costs increased $3.2 million, or 5.9%, in 2010 compared to 2009. The increase was due to the addition of Cox Flow Measurement in the second quarter of 2010, higher employee incentives due to increased sales and normal inflationary increases, offset somewhat by continuing cost controls. These increases were partially offset by a one-time credit of $0.7 million for the fair value of land received in settlement of claims against a building contractor.

Selling, engineering and administration costs decreased by nearly $2.8 million, or 4.8%, in 2009 compared to 2008 due to lower commissions payable on lower sales volumes, lower employee incentives, headcount reductions, favorable healthcare experience and continuing cost control efforts. This was offset somewhat by a full year's amortization of the GALAXY fixed network AMI technology compared to a partial year in 2008, additional costs for qualifying for U.S. government stimulus fund program requests, early retirement and severance expenses and normal inflationary increases.

Operating Earnings

Operating earnings in 2010 increased $2.6 million, or 6.1%, to $44.8 million compared to $42.2 million in 2009. The increase was due to the 10.5% increase in sales, mitigated somewhat by higher costs of purchased components, notably castings which have copper as their main component, as well as increased selling, engineering and administration costs. The gross margin in 2010 was $102.8 million, which was $5.8 million, or 6.0%, higher compared to the 2009 gross margin of $97.0 million and was the principal reason for the increase in operating earnings.

Operating earnings in 2009 increased $1.3 million, or 3.3%, to $42.2 million compared to $40.9 million in 2008. The impact of lower sales was significantly mitigated by lower commodity costs in 2009. The net gross margin decline in 2009 was more than offset by lower selling, engineering and administration costs compared to 2008.

Interest Expense (Income), Net

Interest expense (income), net was $0.4 million in 2010 compared to $(0.1) million in 2009. The increase was due to the reversal in 2009 of $1.2 million that was previously accrued during 2007 and 2008 relating to the French tax issue discussed below under "Discontinued Operations" and lower overall debt balances.

Interest (income) expense, net was $(0.1) million in 2009 compared to interest expense of $1.3 million in 2008. The decrease was due to the reversal in 2009 of $1.2 million discussed below under "Discontinued Operations" and lower overall debt balances.

Income Taxes

Income taxes as a percentage of earnings from continuing operations before income taxes were 35.5%, 36.7%, and 36.6% for 2010, 2009 and 2008, respectively. The decrease between 2010 and 2009 was due to higher Federal benefits for domestic production activities and increased foreign income tax benefits. There were no significant changes between 2009 and 2008.

Earnings and Diluted Earnings Per Share from Continuing Operations

Primarily as a result of the increased operating earnings and lower effective income tax rate, earnings from continuing operations were $28.7 million in 2010 compared to $26.8 million in 2009. On a diluted basis, earnings per share from continuing operations were $1.91 compared to $1.79 for the same periods. The increase in net earnings from continuing operations of $26.8 million in 2009 compared to $25.1 million in 2008 was the result of increased operating earnings as well as the one-time interest reversal discussed below under "Discontinued Operations." On a diluted basis, earnings per share from continuing operations in 2009 were $1.79 compared to $1.69 for 2008.

Discontinued Operations

The 2009 results include recognition of previously unrecognized tax benefits for certain deductions that were taken on prior tax returns related to the 2006 shutdown of the Company's French subsidiaries, which were reflected as a discontinued operation. These tax benefits ($7.4 million) were recognized as earnings from discontinued operations in 2009 due to the realization that such tax benefits became more likely than not upon the conclusion of an IRS audit of the Company's 2006 federal income tax return. On a diluted basis, earnings per share from discontinued operations for 2009 were $0.49. The Company recorded interest income in continuing operations during 2009, because it recognized an interest expense reversal of $1.2 million that was previously accrued during 2007 and 2008 relating to this uncertain tax position.

LIQUIDITY AND CAPITAL RESOURCES

The main sources of liquidity for the Company are cash from operations and borrowing capacity. Cash provided by operations in 2010 was $18.4 million compared to $36.6 million in 2009. The decrease in cash provided by operations in 2010 was due to higher inventory and receivable balances, offset somewhat by higher earnings from continuing operations and lower pension plan contributions. Cash provided by operations in 2009 was $36.6 million compared to $26.1 million in 2008. The increase in cash provided by operations in 2009 was due to lower inventory and receivables balances and increased earnings, partially offset by contributions to the Company's pension plan.

Receivables at December 31, 2010 were $40.4 million compared to $35.8 million in 2009. The increase is due to higher sales, particularly in the fourth quarter of 2010 compared to the prior year. There were several accounts with past due balances at year end, of which a significant amount was paid in early 2011. In addition, terms for distributors meeting certain criteria were extended to 45 days from 30 days for providing services that the Company had previously provided directly to customers. The Company believes its net receivables balance is fully collectible.

Inventories at December 31, 2010 were $48.3 million compared to $32.5 million at December 31, 2009. The increase was due to increased costs, particularly castings of which copper is a main component, increased lead times on electronic components and intentionally higher levels of inventory being carried as the Company continues to transition production to Mexico. Higher levels of inventory for 2010 were also due to delays in late 2010 related to certain anticipated projects in Mexico and the acquisition of Cox Flow Measurement.

Capital expenditures totaled $9.2 million in 2010, $7.8 million in 2009 and $13.2 million in 2008. These amounts vary due to the timing of capital expenditures. Included in capital expenditures for 2008 were approximately $6.2 million related to the construction of a facility in Mexico and a small addition to the Czech Republic facility. The Company believes it has adequate capacity to increase production levels with minimal additional capital expenditures.

Intangible assets increased to $34.2 million at December 31, 2010 from $23.6 million at December 31, 2009, primarily due to a payment of $8.0 million to license the manufacture and sale of a key component of the Company's line of turbine meters. Also included in the increase were the intangible assets acquired as part of the Cox Flow Measurement acquisition. These increases were offset by normal amortization.

Other assets increased to $7.4 million at December 31, 2010 compared to $5.8 million at December 31, 2009 of which the majority was due to the Company investing $1.5 million to purchase a small ownership percentage in an emerging technology company. Long-term deferred income tax assets declined to $1.7 million at December 31, 2010 compared to $5.1 million due to the timing of certain tax deductions. Goodwill increased to $9.2 million at December 31, 2010 compared to $7.0 million at December 31, 2009. The increase was due to the acquisition of Cox Flow Measurement.

Short-term debt, the current portion of long-term debt and long-term debt increased from December 31, 2009 to December 31, 2010. These accounts totaled $12.9 million at December 31, 2010, an increase from $8.0 million at December 31, 2009. The increase was a function of the working capital needed to fund operations, acquisition of Cox Flow Measurement, the acquisition of an $8 million license to manufacture and sell a key component of the Company's turbine meters and a small investment in an emerging technology company. At the end of 2010, debt represented 7.1% of the Company's total capitalization. None of the Company's debt carries financial covenants or is secured.

Payables increased by $0.4 million to $11.2 million at December 31, 2010 compared to $10.8 million at December 31, 2009, primarily as the result of the timing of purchases. Accrued compensation and employee benefits increased $1.0 million between years due primarily to higher employee incentives.

Other accrued employee benefits decreased to $6.4 million at December 31, 2010 from $12.0 million at December 31, 2009, primarily due to contributions made in 2010 to the Company's pension plan.

Common Stock and capital in excess of par value both increased during 2010 due to the exercise of stock options, stock compensation expense and the tax benefit on stock options. Treasury stock decreased slightly due to shares issued in connection with the Company's dividend reinvestment program.

Accumulated other comprehensive loss decreased by $1.5 million in 2010 from 2009, net of tax, primarily due to changes in the funded status of the Company's pension plan and other postretirement benefits.

The Company's financial condition remains strong. In October 2010, the Company renewed its principal line of credit (increasing it to $50.0 million) for one year with its primary lender. The Company believes that its operating cash flows, available borrowing capacity, and its ability to raise capital provide adequate resources to fund ongoing operating requirements, future capital expenditures and the development of new products. The Company continues to take advantage of its local commercial paper market and carefully monitors the current borrowing market. The Company had $48.7 million of unused credit lines available at December 31, 2010.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements at December 31, 2010.

CONTRACTUAL OBLIGATIONS

In 2010, the Company restructured the outstanding debt of its Employee Savings and Stock Option Plan (the "ESSOP") by loaning the ESSOP $0.5 million to repay a loan to a third party and loaning the ESSOP an additional $1.0 million to purchase additional shares of the Company's Common Stock for future 401(k) savings plan matches under a program that will expire on December 31, 2020. Under this program, the Company agreed to pay the principal and interest on the new loan amount of $1.5 million. The receivable from the ESSOP and the related obligation were therefore netted to zero on the Company's Consolidated Balance Sheets at December 31, 2010. The terms of the loan call for equal payments of principal with the final payment due on December 31, 2020. A similar amount of unearned compensation has been recorded as a reduction of shareholders' equity.

The following table includes the Company's significant contractual obligations as of December 31, 2010. There are no undisclosed guarantees.

	Payments due by period			
	Total	Less than 1 year	1-3 years	4-6 years
	(In thousands)			
Short-term debt	$12,878	$12,878	$ —	$ —
Operating leases	3,091	879	1,886	326
Total contractual obligations	$15,969	$13,757	$1,886	$326

Other than items included in the preceding table, as of December 31, 2010, the Company had no additional material purchase obligations other than those created in the ordinary course of business related to inventory and property, plant and equipment, which generally have terms of less than 90 days. The Company also has long-term obligations related to its pension and postretirement plans which are discussed in detail in Note 7 "Employee Benefit Plans" in the Notes to Consolidated Financial Statements in Part II, Item 8 of this 2010 Annual Report on Form 10-K. As of the most recent actuarial measurement date, the Company does not expect to make a contribution for the 2011 calendar year. Postretirement medical claims are paid by the Company as they are submitted, and they are anticipated to be $0.5 million in 2011 based on actuarial estimates; however, these amounts can vary significantly from year to year because the Company is self-insured.

CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES

The Company's accounting policies are more fully described in Note 1 "Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in Part II, Item 8 of this 2010 Annual Report on Form 10-K. As discussed in Note 1, the preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Company's more significant estimates relate primarily to the following judgmental reserves: allowance for doubtful accounts, reserve for obsolete inventories, warranty and after-sale costs reserve, and the healthcare reserve for claims incurred, as well as claims incurred but not reported. Each of these reserves is evaluated quarterly and is reviewed with the Company's Disclosure Committee and the Audit and Compliance Committee of the Board of Directors. The basis for the reserve amounts is determined by analyzing the anticipated exposure for each account, and then selecting the most likely amount based upon historical experience and various other considerations that are believed to be reasonable under the circumstances. These methods have been used for all years in the presented financials and have been used consistently throughout each year. Actual results may differ from these estimates if actual experiences vary from the Company's assumptions.

The criteria used for calculating each of the reserve amounts vary by type of reserve. For the allowance for doubtful accounts reserve, significant past due balances are individually reviewed for collectibility, while the balance of accounts are reviewed in conjunction with applying historical write-off ratios. The calculation for the obsolete inventories reserve is determined by analyzing the relationship between the age and quantity of items on hand versus estimated usage to determine if excess quantities exist. The calculation for warranty and after-sale costs reserve uses criteria that include known potential problems on past sales as well as historical claim experience and current warranty trends. The healthcare reserve for claims incurred, but not reported is determined by using medical cost trend analyses, reviewing subsequent payments made and estimating unbilled amounts. The changes in the balances of these reserves at December 31, 2010 compared to the prior year were due to normal business conditions and are not deemed to be significant. While the Company continually tries to improve its estimates, no significant changes in the underlying processes are expected in 2011, with the exception that on January 1, 2011, the Company froze its pension plan for its non-union participants and formed a new feature within the ESSOP plan in which each employee will receive a similar benefit.

The Company also uses estimates in four other significant areas: (i) pension and other postretirement obligations and costs, (ii) stock-based compensation, (iii) income taxes, and (iv) evaluating goodwill at least annually for impairment. The actuarial valuations of benefit obligations and net periodic benefit costs rely on key assumptions including discount rates, long-term expected return on plan assets and future compensation. The Company's discount rate assumptions for its pension and postretirement plans are based on the average yield of a hypothetical high quality bond portfolio with maturities that approximately match the estimated cash flow needs of the plans. The assumptions for expected long-term rates of return on assets for its pension plan are based on historical experience and estimated future investment returns, taking into consideration anticipated asset allocations, investment strategies and the views of various investment professionals. The total cost of the Company's share-based awards is equal to the grant date fair value per award multiplied by the number of awards granted, adjusted for forfeitures. Forfeitures are initially estimated based on historical Company information and subsequently updated over the life of the awards to ultimately reflect actual forfeitures, which could have an impact on the amount of stock compensation cost recognized from period to period. In calculating the provision for income taxes on an interim basis, the Company uses an estimate of the annual effective tax rate based upon the facts and circumstances known at each interim period. On a quarterly basis, the actual effective tax rate is adjusted as appropriate based upon the actual results compared to those forecasted at the beginning of the fiscal year. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The reserve for uncertainty in income taxes is a matter of judgment based on an evaluation of the individual facts and circumstances of each tax position in light of all available evidence, including historic data and current trends. A tax benefit is recognized when it is "more likely than not" to be sustained based solely on the technical merits of each tax position. Goodwill impairment, if any, is determined by comparing the fair value of the operating unit with its carrying value. The Company evaluates and updates all of these assumptions quarterly. Actual results may differ from these estimates.

OTHER MATTERS

The Company is subject to contingencies related to environmental laws and regulations. The Company is named as one of many potentially responsible parties in two landfill lawsuits and is in the process of resolving a claim related to a parcel of land adjoining the Company's property. The landfill sites are impacted by the Federal Comprehensive Environmental Response, Compensation and Liability Act and other environmental laws and regulations. At this time, the Company does not believe the ultimate resolution of these matters will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. Regarding the landfill sites, this belief is based on the Company's assessment of its limited past involvement with these landfill sites as well as the substantial involvement of and government focus on other named third parties with these landfill sites. However, due to the inherent uncertainties of such proceedings, the Company cannot predict the ultimate outcome of any of these matters. A future change in circumstances with respect to these specific matters or with respect to sites formerly or currently owned or operated by the Company, off-site disposal locations used by the Company, and property owned by third parties that is near such sites, could result in future costs to the Company and such amounts could be material. Expenditures during 2010, 2009 and 2008 for compliance with environmental control provisions and regulations were not material.

Like other companies in recent years, the Company has been named as a defendant in numerous multi-claimant/multi-defendant lawsuits alleging personal injury as a result of exposure to asbestos, manufactured by third parties, and integrated into or sold with a very limited number of the Company's products. The Company is vigorously defending itself against these claims. Although it is not possible to predict the ultimate outcome of these matters, the Company does not believe the ultimate resolution of these issues will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. This belief is based in part on the fact that no claimant has proven or substantially demonstrated asbestos exposure caused by products manufactured or sold by the Company and that a number of cases have been voluntarily dismissed.

See the "Special Note Regarding Forward Looking Statements" at the front of this Annual Report on Form 10-K and Part I, Item 1A "Risk Factors" in this Annual Report on Form 10-K for the year ended December 31, 2010 for a discussion of risks and uncertainties that could impact the Company's financial performance and results of operations.

MARKET RISKS

In the ordinary course of business, the Company is exposed to various market risks. The Company operates in an environment where competition varies from moderate to intense. The Company believes it currently provides the leading technology in water meters and AMR/AMI systems for water utilities. A number of the Company's competitors in certain markets have greater financial resources. Competitors also include alliance partners that sell products that do or may compete with our products, particularly those that provide AMR/AMI connectivity solutions. In addition, the market's level of acceptance of the Company's newer products, such as the recently introduced AMA systems, may have a significant effect on the Company's results of operations. As a result of significant research and development activities, the Company enjoys favorable patent positions for several of its products.

The Company's ability to generate operating income and to increase profitability depends somewhat on the general health of the United States and foreign economies, including to some extent such things as the length and severity of global economic downturns, the timing and size of governmental programs such as stimulus fund programs, the ability of municipal water utility customers to authorize and finance purchases of the Company's products, the Company's ability to obtain financing, housing starts in the United States, and overall industrial activity. In addition, changes in governmental laws and regulations, particularly laws dealing with the use of lead or rules affecting the use and/or licensing of radio frequencies necessary for AMR/AMI/AMA products may impact the results of operations. These factors are largely beyond the Company's control and depend on the economic condition and regulatory environment of the geographic region of the Company's operations.

The Company relies on single suppliers for certain castings and components in several of its product lines. Although alternate sources of supply exist for these items, the loss of certain suppliers could temporarily disrupt operations in the short term. The Company attempts to mitigate these risks by working closely with key suppliers, purchasing minimal amounts from alternative suppliers and by purchasing business interruption insurance where appropriate.

Raw materials used in the manufacture of the Company's products include purchased castings made of metal or alloys (such as bronze, which uses copper as its main component, aluminum, stainless steel, cast iron, brass and stellite), plastic resins, glass, microprocessors and other electronic subassemblies and components. The Company does not hold significant amounts of precious metals. The price and availability of raw materials is influenced by economic and industry conditions, including supply and demand factors that are difficult to anticipate and cannot be controlled by the Company. Commodity risk is managed by keeping abreast of economic conditions and locking in purchase prices for quantities that correspond to the Company's forecasted usage.

The Company's foreign currency risk relates to the sales of products to foreign customers and purchases of material from foreign vendors. The Company uses lines of credit with U.S. and European banks to offset currency exposure related to European receivables and other monetary assets. As of December 31, 2010 and 2009, the Company's foreign currency net monetary assets were substantially offset by comparable debt resulting in no material exposure to the results of operations.

The Company typically does not hold or issue derivative instruments and has a policy specifically prohibiting the use of such instruments for trading purposes.

The Company's short-term debt on December 31, 2010 was floating rate debt with market values approximating carrying value. Future annual interest costs for short-term debt will fluctuate based upon short-term interest rates. For the short-term debt on hand on December 31, 2010, the effect of a 1% change in interest rates is approximately $129,000.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK*

Information required by this Item is set forth in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the heading "Market Risks" in this 2010 Annual Report on Form 10-K.

ITEM 8. *FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA*

BADGER METER, INC.

Management's Annual Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2010 using the criteria set forth in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, the Company's management believes that, as of December 31, 2010, the Company's internal control over financial reporting was effective based on those criteria.

Ernst & Young LLP, an independent registered public accounting firm, has audited the Consolidated Financial Statements included in this Annual Report on Form 10-K and, as part of its audit, has issued an attestation report, included herein, on the effectiveness of the Company's internal control over financial reporting.

BADGER METER, INC.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Badger Meter, Inc.

We have audited Badger Meter, Inc.'s (the "Company") internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Badger Meter, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Badger Meter, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Badger Meter, Inc. as of December 31, 2010 and 2009, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2010 and our report dated February 28, 2011, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Milwaukee, Wisconsin
February 28, 2011

BADGER METER, INC.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Badger Meter, Inc.

We have audited the accompanying consolidated balance sheets of Badger Meter, Inc. (the "Company") as of December 31, 2010 and 2009, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Badger Meter, Inc. at December 31, 2010 and 2009, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Badger Meter, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Milwaukee, Wisconsin
February 28, 2011

BADGER METER, INC.

Consolidated Balance Sheets

	December 31, 2010	December 31, 2009
	(Dollars in thousands except share and per share amounts)	
ASSETS		
Current assets:		
Cash	$ 3,089	$ 13,329
Receivables	40,429	35,809
Inventories:		
Finished goods	9,800	8,960
Work in process	15,284	10,372
Raw materials	23,232	13,152
Total inventories	48,316	32,484
Prepaid expenses and other current assets	2,381	2,488
Deferred income taxes	3,122	2,570
Total current assets	97,337	86,680
Property, plant and equipment, at cost:		
Land and improvements	7,874	7,033
Buildings and improvements	48,014	47,857
Machinery and equipment	88,066	83,233
	143,954	138,123
Less accumulated depreciation	(77,866)	(75,252)
Net property, plant and equipment	66,088	62,871
Intangible assets, at cost less accumulated amortization	34,170	23,603
Other assets	7,449	5,845
Deferred income taxes	1,658	5,059
Goodwill	9,162	6,958
Total assets	$215,864	$191,016
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	$ 12,878	$ 2,574
Current portion of long-term debt	—	5,429
Payables	11,159	10,773
Accrued compensation and employee benefits	7,143	6,071
Warranty and after-sale costs	889	907
Income and other taxes	610	507
Total current liabilities	32,679	26,261
Other long-term liabilities	2,472	2,338
Accrued non-pension postretirement benefits	5,972	5,949
Other accrued employee benefits	6,358	12,007
Commitments and contingencies (Note 6)		
Shareholders' equity:		
Common Stock, $1 par; authorized 40,000,000 shares; issued 21,258,850 shares in 2010 and 21,210,090 shares in 2009	21,259	21,210
Capital in excess of par value	37,582	35,221
Reinvested earnings	156,101	135,225
Accumulated other comprehensive loss	(13,137)	(14,585)
Less: Employee benefit stock	(1,536)	(585)
Treasury stock, at cost; 6,210,361 shares in 2010 and 6,237,525 shares in 2009	(31,886)	(32,025)
Total shareholders' equity	168,383	144,461
Total liabilities and shareholders' equity	$215,864	$191,016

See accompanying notes.

BADGER METER, INC.

Consolidated Statements of Operations

	Years ended December 31,		
	2010	2009	2008
	(In thousands except per share amounts)		
Net sales	$276,634	$250,337	$279,552
Cost of sales	173,810	153,323	181,094
Gross margin	102,824	97,014	98,458
Selling, engineering and administration	58,001	54,771	57,556
Operating earnings	44,823	42,243	40,902
Interest expense (income), net	385	(90)	1,347
Earnings from continuing operations before income taxes	44,438	42,333	39,555
Provision for income taxes (Note 8)	15,776	15,553	14,471
Earnings from continuing operations	28,662	26,780	25,084
Earnings from discontinued operations net of income taxes (Note 3)	—	7,390	—
Net earnings	$ 28,662	$ 34,170	$ 25,084
Earnings per share:			
Basic:			
from continuing operations	$ 1.92	$ 1.81	$ 1.72
from discontinued operations	$ —	$ .50	$ —
Total basic	$ 1.92	$ 2.31	$ 1.72
Diluted:			
from continuing operations	$ 1.91	$ 1.79	$ 1.69
from discontinued operations	$ —	$ .49	$ —
Total diluted	$ 1.91	$ 2.28	$ 1.69
Shares used in computation of earnings per share:			
Basic	14,906	14,800	14,556
Impact of dilutive securities	100	148	281
Diluted	15,006	14,948	14,837

See accompanying notes.

BADGER METER, INC.

Consolidated Statements of Cash Flows

	Years ended December 31, 2010	2009	2008
	(Dollars in thousands)		
Operating activities:			
Net earnings	$ 28,662	$ 34,170	$ 25,084
Adjustments to reconcile net earnings to net cash provided by operations:			
Depreciation	6,704	6,731	5,954
Amortization	1,755	1,427	1,097
Deferred income taxes	1,981	5,169	(1,489)
Previously unrecognized tax benefits, including interest	—	(8,599)	—
Contributions to pension	(4,700)	(10,100)	—
Gain on legal settlement	(740)	—	—
Gain on disposal of long-lived assets	—	—	(994)
Noncurrent employee benefits	2,266	3,670	3,398
Stock-based compensation expense	1,365	1,172	1,272
Changes in:			
Receivables	(3,777)	1,347	(6,028)
Inventories	(14,886)	7,015	(5,577)
Prepaid expenses and other current assets	55	(209)	371
Liabilities other than debt	(289)	(5,205)	3,055
Total adjustments	(10,266)	2,418	1,059
Net cash provided by operations	18,396	36,588	26,143
Investing activities:			
Property, plant and equipment additions	(9,238)	(7,750)	(13,237)
Proceeds on disposal of long-lived assets	—	—	1,632
Acquisition, net of cash acquired	(7,280)	—	—
Investment in emerging technology company	(1,500)	—	—
Acquisition of intangible assets	(8,028)	—	(25,650)
Net cash used for investing activities	(26,046)	(7,750)	(37,255)
Financing activities:			
Net increase (decrease) in short-term debt	10,457	(7,437)	(755)
Issuance of long-term debt	—	—	15,000
Repayments of long-term debt	(5,429)	(9,750)	(5,688)
Dividends paid	(7,784)	(6,830)	(5,851)
Proceeds from exercise of stock options	362	1,179	2,045
Tax benefit on stock options	525	1,162	3,988
Employee benefit stock purchase	(1,000)	—	—
Issuance of treasury stock	152	183	176
Net cash (used for) provided by financing activities	(2,717)	(21,493)	8,915
Effect of foreign exchange rates on cash	127	(233)	(256)
(Decrease) increase in cash	(10,240)	7,112	(2,453)
Cash — beginning of period	13,329	6,217	8,670
Cash — end of period	$ 3,089	$ 13,239	$ 6,217
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Income taxes	$ 10,884	$ 13,238	$ 10,861
Interest (including $-, $11 and $647 of capitalized interest in 2010, 2009 and 2008, respectively)	$ 330	$ 861	$ 1,541

See accompanying notes.

BADGER METER, INC.

Consolidated Statements of Shareholders' Equity

	Years Ended December 31,						
	Common stock at $1 par value*	Capital in excess of par value	Reinvested earnings	Accumulated other comprehensive income (loss)	Employee benefit stock	Treasury stock	Total
	(In thousands except per share amounts)						
Balance, December 31, 2007	$20,902	$24,655	$ 89,061	$ (9,191)	$ (682)	$(32,776)	$ 91,969
Comprehensive income:							
Net earnings	—	—	25,084	—	—	—	25,084
Other comprehensive income:							
Employee benefit funded status adjustment (net of $4,402 tax effect)	—	—	—	(7,407)	—	—	(7,407)
Foreign currency translation	—	—	—	(74)	—	—	(74)
Comprehensive income							17,603
Change in SFAS 158 benefit measurement date (net of $242 tax effect)	—	—	(397)	—	—	—	(397)
Cash dividends of $0.40 per share	—	—	(5,861)	—	—	—	(5,861)
Stock options exercised	271	1,821	—	—	—	—	2,092
Tax benefit on stock options and dividends	—	3,988	—	—	—	—	3,988
ESSOP transactions	—	160	—	—	23	—	183
Reclass Common and treasury shares	(99)	(461)	—	—	—	560	—
Stock-based compensation		1,031	—	—	—	—	1,031
Issuance of treasury stock (118 shares)	—	369	—	—	—	46	415
Balance, December 31, 2008	21,074	31,563	107,887	(16,672)	(659)	(32,170)	111,023
Comprehensive income:							
Net earnings	—	—	34,170	—	—	—	34,170
Other comprehensive income (loss):							
Employee benefit funded status adjustment (net of $(709) tax effect)	—	—	—	1,987	—	—	1,987
Foreign currency translation	—	—	—	100	—	—	100
Comprehensive income							36,257
Cash dividends of $0.46 per share	—	—	(6,832)	—	—	—	(6,832)
Stock options exercised	136	1,044	—	—	—	—	1,180
Tax benefit on stock options and dividends	—	1,162	—	—	—	—	1,162
ESSOP transactions	—	170	—	—	74	—	244
Stock-based compensation	—	882	—	—	—	—	882
Issuance of treasury stock (28 shares)	—	400	—	—	—	145	545
Balance, December 31, 2009	21,210	35,221	135,225	(14,585)	(585)	(32,025)	144,461
Comprehensive income:							
Net earnings	—	—	28,662	—	—	—	28,662
Other comprehensive income (loss):							
Employee benefit funded status adjustment (net of $(1,426) tax effect)	—	—	—	1,730	—	—	1,730
Foreign currency translation	—	—	—	(282)	—	—	(282)
Comprehensive income							30,110
Cash dividends of $0.52 per share	—	—	(7,786)	—	—	—	(7,786)
Stock options exercised	49	313	—	—	—	—	362
Tax benefit on stock options and dividends	—	525	—	—	—	—	525
ESSOP transactions	—	159	—	—	(951)	—	(792)
Stock-based compensation	—	967	—	—	—	—	967
Issuance of treasury stock (27 shares)	—	397	—	—	—	139	536
Balance, December 31, 2010	$21,259	$37,582	$156,101	$(13,137)	$(1,536)	$(31,886)	$168,383

* Each common share of stock equals $1 par value; therefore, the number of common shares is the same as the dollar value.

See accompanying notes.

Note 1 Summary of Significant Accounting Policies

Profile

The core competency of Badger Meter, Inc. (the "Company") is flow measurement solutions. The Company is a leading manufacturer and marketer of products incorporating liquid flow measurement and control technologies developed both internally and with other technology companies. Its products are used in a variety of applications, including water, oil and chemicals. The Company's product lines fall into two categories: water applications and specialty applications.

Water applications, the largest category by sales volume, include water meters and related technologies and services used by water utilities as the basis for generating water and wastewater revenues. The key market for the Company's water meter products is North America, primarily the United States, because the meters are designed and manufactured to conform to standards promulgated by the American Water Works Association. The Company's products are also sold for other water-based purposes including irrigation, water reclamation and industrial process applications.

Specialty applications include the sale of meters and related technologies and services for measuring a wide variety of fluids in industries such as food and beverage, pharmaceutical production, petroleum, heating, ventilating and air conditioning (HVAC), and measuring and dispensing automotive fluids. It also includes the sale of radio technology to natural gas utilities for installation on their gas meters.

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions have been eliminated in consolidation.

Receivables

Receivables consist primarily of trade receivables. The Company does not require collateral or other security and evaluates the collectability of its receivables based on a number of factors. An allowance for doubtful accounts is recorded for significant past due receivable balances based on a review of the past due items and the customer's ability and likelihood to pay, as well as applying a historical write-off ratio to the remaining balances. Changes in the Company's allowance for doubtful accounts are as follows:

	Balance at beginning of year	Provision and reserve adjustments	Write-offs less recoveries	Balance at end of year
		(In thousands)		
2010	$291	$ 227	$ (77)	$441
2009	$560	$(212)	$ (57)	$291
2008	$536	$ 243	$(219)	$560

Inventories

Inventories are valued at the lower of cost or market. Cost is determined using the first-in, first-out method. The Company estimates and records provisions for obsolete inventories. Changes to the Company's obsolete inventories reserve are as follows:

	Balance at beginning of year	Net additions charged to earnings	Disposals	Balance at end of year
		(In thousands)		
2010	$2,042	$1,345	$ (612)	$2,775
2009	$1,746	$ 705	$ (409)	$2,042
2008	$1,662	$1,506	$(1,422)	$1,746

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is provided over the estimated useful lives of the respective assets, principally by the straight-line method. The estimated useful lives of assets are: for land improvements, 15 years; for buildings and improvements, 10 — 39 years; and for machinery and equipment, 3 — 20 years.

Long-Lived Assets

Property, plant and equipment and identifiable intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of the expected undiscounted cash flows is less than the carrying value of the related asset or group of assets, a loss is recognized for the difference between the fair value and carrying value of the asset or group of assets.

Intangible Assets

Intangible assets are amortized on a straight-line basis over their estimated useful lives ranging from 10 to 20 years. The Company does not have any intangible assets deemed to have indefinite lives. Amortization expense expected to be recognized is $2.2 million in each of the subsequent five years beginning with 2011. The carrying value and accumulated amortization by major class of intangible assets are as follows:

	December 31, 2010		December 31, 2009	
	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
		(In thousands)		
Technologies	$32,228	$3,720	$24,200	$2,387
Non-compete agreement	1,900	489	1,750	306
Licenses	650	356	650	339
Trademarks	150	130	150	115
Customer list	1,663	83	—	—
Trade name	2,481	124	—	—
Total intangibles	$39,072	$4,902	$26,750	$3,147

Goodwill

Goodwill is tested for impairment annually during the fourth fiscal quarter or more frequently if an event indicates that the goodwill might be impaired. Potential impairment is identified by comparing the fair value of a reporting unit with its carrying value. No adjustments were recorded to goodwill as a result of these reviews during 2010, 2009 and 2008.

Goodwill was $9.2 million, $7.0 million and $7.0 million at December 31, 2010, 2009 and 2008, respectively. The increase in 2010 was the result of acquiring Cox Instruments, LLC of Scottsdale, Arizona, which is further described in Note 3 "Acquisitions, Investment and Discontinued Operations."

Revenue Recognition

Revenues are generally recognized upon shipment of product, which corresponds with the transfer of title. The costs of shipping are billed to the customer upon shipment and are included in cost of sales. A small portion of the Company's sales includes shipments of products combined with services, such as meters sold with installation. The product and installation components of these multiple deliverable arrangements are considered separate units of accounting. The value of these separate units of accounting is determined based on their relative fair values determined on a stand-alone basis. Revenue is generally recognized when the last element of the multiple deliverable is delivered, which corresponds with installation and acceptance by the customer. The Company also sells a small number of extended support service agreements on certain products for the period subsequent to the normal support service provided with the original product sale. Revenue is recognized over the service agreement period, which is generally one year.

Warranty and After-Sale Costs

The Company estimates and records provisions for warranties and other after-sale costs in the period in which the sale is recorded, based on a lag factor and historical warranty claim experience. After-sale costs represent a variety of activities outside of the written warranty policy, such as investigation of unanticipated problems after the customer has installed the product, or analysis of water quality issues. Changes in the Company's warranty and after-sale costs reserve are as follows:

	Balance at beginning of year	Net additions charged to earnings	Costs incurred and adjustments	Balance at end of year
	(In thousands)			
2010	$ 907	$650	$(668)	$ 889
2009	$1,327	$409	$(829)	$ 907
2008	$1,917	$195	$(785)	$1,327

Research and Development

Research and development costs are charged to expense as incurred and amounted to $7.2 million, $6.9 million and $7.1 million in 2010, 2009 and 2008, respectively.

Stock-Based Compensation Plans

At December 31, 2010, the Company had two types of employee stock-based compensation plans and a non-employee director stock-based compensation plan as described in Note 5 "Stock Compensation."

The Company recognizes the cost of stock-based awards in net earnings for all of its stock-based compensation plans on a straight-line basis over the service period of the awards. The Company estimates the fair value of its option awards using the Black-Scholes option-pricing formula, and records compensation expense for stock options ratably over the stock option plans' vesting period. Total stock compensation expense recognized by the Company was $1.4 million for 2010, $1.2 million for 2009 and $1.3 million for 2008.

Healthcare

The Company estimates and records provisions for healthcare claims incurred but not reported, based on medical cost trend analyses, reviews of subsequent payments made and estimates of unbilled amounts.

Accumulated Other Comprehensive Income (Loss)

Components of accumulated other comprehensive income (loss) at December 31 are as follows:

	2010	2009
	(In thousands)	
Cumulative foreign currency translation adjustment	$ 1,457	$ 1,739
Unrecognized pension and postretirement benefit plan liabilities, net of tax	(14,594)	(16,324)
Accumulated other comprehensive loss	$(13,137)	$(14,585)

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Fair Value Measurements of Financial Instruments

The carrying amounts of cash, receivables and payables in the financial statements approximate their fair values due to the short-term nature of these financial instruments. Short-term debt is comprised of notes payable drawn against the Company's lines of credit and commercial paper. Because of its short-term nature, the carrying amount of the short-term debt also approximates fair value. Included in other assets is insurance policies on various individuals that were associated with the Company. The carrying amounts of these insurance policies approximates their fair value.

Subsequent Events

The Company evaluates subsequent events at the date of the balance sheet as well as conditions that arise after the balance sheet date but before the financial statements are issued. The effects of conditions that existed at the date of the balance sheet date are recognized in the financial statements. Events and conditions arising after the balance sheet date but before the financial statements are issued are evaluated to determine if disclosure is required to keep the financial statements from being misleading. To the extent such events and conditions exist, if any, disclosures are made regarding the nature of events and the estimated financial effects for those events and conditions. For purposes of preparing the accompanying consolidated financial statements and the notes to these financial statements, the Company evaluated subsequent events through the date the accompanying financial statements were issued.

In January 2011, the Company acquired 100% of the outstanding common stock of Remag AG of Berne, Switzerland for $4.9 million of cash. Remag AG distributes a line of precision flow measurement products, some of which they manufacture, for the global industrial market. Their small turbine meters complement and expand the Company's existing line of specialty application products.

Reclassifications

Certain reclassifications have been made to the 2009 and 2008 consolidated financial statements and Notes to Consolidated Financial Statements to conform to the 2010 presentation.

Note 2 Common Stock

Common Stock and Rights Agreement

The Company has Common Stock and also Common Share Purchase Rights that trade with the Common Stock. The Common Share Purchase Rights were issued pursuant to the shareholder rights plan discussed below.

On February 15, 2008, the Board of Directors of the Company adopted a shareholder rights plan and declared a dividend of one Common Share Purchase Right for each outstanding share of Common Stock of the Company payable to the shareholders of record on May 26, 2008. The plan was effective as of May 27, 2008. Each right entitles the registered holder to purchase from the Company one share of Common Stock at a price of $200.00 per share, subject to adjustment. Subject to certain conditions, the rights are redeemable by the Company and are exchangeable for shares of Common Stock at a favorable price. The rights have no voting power and unless the rights are redeemed, exchanged or terminated earlier, they will expire on May 26, 2018. The rights are an embedded feature of the Company's Common Stock and not a free-standing instrument, and therefore, do not require separate accounting treatment.

Stock Options

Stock options to purchase 98,700, 74,700 and 67,920 shares of the Company's Stock in 2010, 2009 and 2008, respectively, were not included in the computation of dilutive securities because the exercise price was greater than the average stock price for that period, and accordingly their inclusion would have been anti-dilutive.

Note 3 Acquisition, Investment and Discontinued Operations

On April 1, 2010, the Company purchased Cox Instruments, LLC of Scottsdale, Arizona, and its subsidiary Flow Dynamics, Inc. for $7.8 million. Cox Instruments and Flow Dynamics manufacture and market precision high performance flow meters that are used in demanding applications such as aerospace, custody transfer and flow measurement test stands. The Company merged the two entities into a wholly-owned subsidiary named Cox Flow Measurement, Inc. on April 1, 2010, and merged the subsidiary into Badger Meter, Inc. on December 31, 2010. The Company's purchase price allocation included $0.6 million of cash, plus approximately $0.7 million of accounts receivable, $1.1 million of inventory, $0.3 million of fixed assets, $4.3 million of intangibles, $2.2 million of goodwill and $1.4 million of liabilities.

The acquisition was accounted for under the purchase method, and accordingly, the results of operations were included in the Company's financial statements from the date of acquisition. The acquisition did not have a material impact on the Company's consolidated financial statements or the notes thereto.

In September 2010, the Company acquired a license to manufacture and sell a key component of the Company's line of turbine meters for $8.0 million. This amount is included in Intangible Assets in the accompanying Consolidated Balance Sheets.

In June 2010, the Company invested $1.5 million to purchase a small ownership percentage in an emerging technology company. This amount is included in Other Assets in the accompanying Consolidated Condensed Balance Sheets.

The 2009 results include recognition of previously unrecognized tax benefits for certain deductions that were taken on prior tax returns related to the 2006 shutdown of the Company's French subsidiaries, which had been reflected as a discontinued operation in 2007 and 2006. These tax benefits ($7.4 million) were recognized as earnings from discontinued operations in 2009 because such tax benefits became more likely than not upon the conclusion of an IRS audit of the Company's 2006 federal income tax return. On a diluted basis, earnings per share from discontinued operations for 2009 were $0.49. In addition, the Company recognized interest income in continuing operations during 2009 because it recognized an interest expense reversal of $1.2 million that was previously accrued and charged to continuing operations in 2007 and 2008 relating to this uncertain tax position.

Note 4 Short-term Debt and Credit Lines

Short-term debt at December 31, 2010 and 2009 consisted of:

	2010	2009
	(In thousands)	
Notes payable to banks	$ 2,278	$2,574
Commercial paper	10,600	—
Total short-term debt	$12,878	$2,574

Included in notes payable to banks was $2.3 million and $2.5 million outstanding in 2010 and 2009, respectively, under a 4.0 million euro-based revolving loan facility (U.S. dollar equivalent of $5.4 million and $5.7 million at December 31, 2010 and 2009, respectively) that does not expire and which bore interest at 2.37% and 2.01% during 2010 and 2009, respectively. Included in 2009 was also $0.1 million borrowed under a 3.4 million euro-based revolving loan facility (U.S. dollar equivalent of $4.9 million at December 31, 2009) that bore interest at 2.41% and expired in October 2010. The Company has $61.5 million of short-term credit lines with domestic and foreign banks, which includes a $50.0 million line of credit that can also support the issuance of commercial paper.

Note 5 Stock Compensation

Stock Options

The Company has five stock option plans which provide for the issuance of options to key employees and directors of the Company or for which issued options are still outstanding. Each plan authorizes the issuance of options to purchase up to an aggregate of 800,000 shares of the Company's Common Stock, with vesting periods of up to ten years and maximum option terms of ten years. Stock option compensation expense recognized by the Company for the year ended December 31, 2010 was $454,000 compared to $347,000 in 2009 and $232,000 in 2008. As of December 31, 2010, options to purchase 414,000 shares of the Company's Common Stock were available for grant under one of these plans.

The following table summarizes the transactions of the Company's stock option plans for the three-year period ended December 31, 2010:

	Number of shares	Weighted-average exercise price
Options outstanding —		
December 31, 2007	603,870	$ 9.71
Options granted	21,300	$52.81
Options exercised	(270,800)	$ 7.73
Options forfeited	(5,440)	$10.02
Options outstanding —		
December 31, 2008	348,930	$13.87
Options granted	53,400	$38.69
Options exercised	(135,920)	$ 8.68
Options forfeited	(2,400)	$27.53
Options outstanding —		
December 31, 2009	264,010	$21.44
Options granted	36,000	$38.41
Options exercised	(48,760)	$ 7.42
Options outstanding —		
December 31, 2010	251,250	$26.59
Price range $5.75 — $7.12		
(weighted-average contractual life of 1.3 years)	54,430	$ 6.82
Price range $7.13 — $24.94		
(weighted-average contractual life of 3.7 years)	63,920	$16.24
Price range $24.95 — $52.81		
(weighted-average contractual life of 7.9 years)	132,900	$39.66
Exercisable options —		
December 31, 2008	246,262	$ 9.14
December 31, 2009	161,862	$12.04
December 31, 2010	144,022	$17.92

The following assumptions were used for valuing options granted in the years ended December 31:

	2010	2009
Per share fair value of options granted during the period	$10.98	$14.05
Risk-free interest rate	2.40%	1.94%
Dividend yield	1.22%	1.14%
Volatility factor	49%	48%
Weighted-average expected life in years	2.4	4.0

The following table summarizes the aggregate intrinsic value related to options exercised, outstanding and exercisable as of and for the years ended December 31:

	2010	2009
	(In thousands)	
Exercised	$1,549	$3,235
Outstanding	$4,613	$5,130
Exercisable	$3,861	$4,551

As of December 31, 2010, the unrecognized compensation cost related to stock options is approximately $1.1 million, which will be recognized over a weighted average period of 1.4 years.

Nonvested Stock

Director Stock Grant Plan: Non-employee directors receive an annual award of $43,000 worth of shares of the Company's Common Stock under the shareholder-approved 2007 Director Stock Grant Plan. The Company records compensation expense for this plan ratably over the annual service period beginning May 1. Director stock compensation expense recognized by the Company for the year ended December 31, 2010 was $315,000 compared to $290,000 of compensation expense recognized in 2009, and $240,000 recognized in 2008. As of December 31, 2010, the unrecognized compensation cost related to the nonvested director stock award that is expected to be recognized over the remaining four months is estimated to be approximately $100,000.

Restricted Stock: The Company has two restricted stock plans which provide for the issuance of nonvested shares of the Company's Common Stock to certain eligible employees. The Company records compensation expense for these plans ratably over the vesting periods. Each plan authorizes the issuance of up to an aggregate of 100,000 shares of Common Stock generally with a three-year cliff vesting period contingent on employment. Nonvested stock compensation expense recognized by the Company for the year ended December 31, 2010 was $596,000 compared to $624,000 in 2009 and $799,000 in 2008. As of December 31, 2010, there were 60,784 shares available for grant under these plans.

The fair value of nonvested shares is determined based on the market price of the shares on the grant date.

	Shares	Fair value per share
Nonvested at December 31, 2007	92,966	$25.86
Granted	11,600	$52.81
Vested	(29,600)	$18.33
Forfeited	(1,300)	$31.22
Nonvested at December 31, 2008	73,666	$33.05
Granted	20,100	$38.69
Vested	(45,916)	$31.54
Forfeited	(1,250)	$32.68
Nonvested at December 31, 2009	46,600	$37.09
Granted	18,500	$38.41
Vested	(15,800)	$24.94
Forfeited	(1,400)	$39.28
Nonvested at December 31, 2010	47,900	$41.52

As of December 31, 2010, there was $0.9 million of unrecognized compensation cost related to nonvested restricted stock that is expected to be recognized over a weighted average period of 1.4 years.

Note 6 Commitments and Contingencies

Commitments

The Company leases equipment and facilities under non-cancelable operating leases, some of which contain renewal options. Total future minimum lease payments consisted of the following at December 31, 2010:

	Total leases (In thousands)
2011	$ 879
2012	732
2013	659
2014	495
2015	326
Total lease obligations	$3,091

Total rental expense charged to operations under all operating leases was $1.5 million, $1.2 million and $1.4 million in 2010, 2009 and 2008, respectively.

The Company makes commitments in the normal course of business. At December 31, 2010, the Company had various contractual obligations, specifically operating leases that totaled $3.1 million, of which $0.9 million is due in 2011 and the remainder due between 2012 and 2015 with no commitments beyond 2015.

Contingencies

In the normal course of business, the Company is named in legal proceedings. There are currently no material legal proceedings pending with respect to the Company. The more significant legal proceedings are discussed below.

The Company is subject to contingencies related to environmental laws and regulations. The Company is named as one of many potentially responsible parties in two landfill lawsuits and is in the process of resolving a claim related to a parcel of land adjoining the Company's property. The landfill sites are impacted by the Federal Comprehensive Environmental Response, Compensation and Liability Act and other environmental laws and regulations. At this time, the Company does not believe the ultimate resolution of these matters will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. Regarding the landfill sites, this belief is based on the Company's assessment of its limited past involvement with these landfill sites as well as the substantial involvement of and government focus on other named third parties with these landfill sites. However, due to the inherent uncertainties of such proceedings, the Company cannot predict the ultimate outcome of any of these matters. A future change in circumstances with respect to these specific matters or with respect to sites formerly or currently owned or operated by the Company, off-site disposal locations used by the Company, and property owned by third parties that is near such sites, could result in future costs to the Company and such amounts could be material. Expenditures during 2010, 2009 and 2008 for compliance with environmental control provisions and regulations were not material.

Like other companies in recent years, the Company has been named as a defendant in numerous multi-claimant/multi-defendant lawsuits alleging personal injury as a result of exposure to asbestos, manufactured by third parties, and integrated into or sold with a very limited number of the Company's products. The Company is vigorously defending itself against these claims. Although it is not possible to predict the ultimate outcome of these matters, the Company does not believe the ultimate resolution of these issues will have a material adverse effect on the Company's financial position or results of operations, either from a cash flow perspective or on the financial statements as a whole. This belief is based in part on the fact that no claimant has proven or substantially demonstrated asbestos exposure caused by products manufactured or sold by the Company and that a number of cases have been voluntarily dismissed.

The Company relies on single suppliers for most bronze castings and certain electronic subassemblies in several of its product lines. The Company believes these items would be available from other sources, but that the loss of certain suppliers would result in a higher cost of materials, delivery delays, short-term increases in inventory and higher quality control costs in the short term. The Company attempts to mitigate these risks by working closely with key suppliers, purchasing minimal amounts from alternative suppliers and by purchasing business interruption insurance where appropriate.

The Company reevaluates its exposures on a periodic basis and makes adjustments to reserves as appropriate.

Note 7 Employee Benefit Plans

The Company maintains a non-contributory defined benefit pension plan that covers substantially all U.S. employees, and supplemental non-qualified pension plans for certain officers and other key employees. Pension benefits are based primarily on years of service and, for certain plans, levels of compensation.

The Company also has certain postretirement healthcare benefit plans that provide medical benefits for certain U.S. retirees and eligible dependents. Employees are eligible to receive postretirement healthcare benefits upon meeting certain age and service requirements. These plans require employee contributions to offset benefit costs.

Amounts included in accumulated other comprehensive loss, net of tax, at December 31, 2010 that have not yet been recognized in net periodic benefit cost are as follows:

	Pension plans	Other postretirement benefits
	(In thousands)	
Prior service cost	$ 699	$392
Net actuarial loss	$13,272	$231

Amounts included in accumulated other comprehensive loss, net of tax, at December 31, 2010 expected to be recognized in net periodic benefit cost during the fiscal year ending December 31, 2011 are as follows:

	Pension plans	Other postretirement benefits
	(In thousands)	
Prior service credit	$ 121	$99
Net actuarial loss	$1,112	$—

Qualified Pension Plan

The Company maintains a non-contributory defined benefit pension plan for certain employees. The following table sets forth the components of net periodic pension cost for the years ended December 31, 2010, 2009 and 2008 based on a December 31 measurement date:

	2010	2009	2008
		(In thousands)	
Service cost — benefits earned during the year	$ 1,857	$ 1,804	$ 1,972
Interest cost on projected benefit obligations	2,473	2,995	2,746
Expected return on plan assets	(3,689)	(3,387)	(3,456)
Amortization of prior service income (cost)	66	(64)	(147)
Amortization of net loss	1,660	1,047	1,161
Curtailment income	(36)	—	—
Net periodic pension cost	$ 2,331	$ 2,395	$ 2,276

Actuarial assumptions used in the determination of the net periodic pension cost were:

	2010	2009	2008
Discount rate	5.55%	6.90%	6.25%
Expected long-term return on plan assets	8.00%	8.25%	8.25%
Rate of compensation increase	5.0%	5.0%	5.0%

The Company's discount rate assumptions for its pension plan are based on the average yield of a hypothetical high quality bond portfolio with maturities that approximately match the estimated cash flow needs of the plan. The assumptions for expected long-term rates of return on assets are based on historical experience and estimated future investment returns, taking into consideration anticipated asset allocations, investment strategies and the views of various investment professionals. The use of these assumptions can cause volatility if actual results differ from expected results.

The following table provides a reconciliation of benefit obligations, plan assets and funded status based on a December 31 measurement date:

	2010	2009
	(In thousands)	
Change in benefit obligation:		
Benefit obligation at beginning of plan year	$48,797	$46,461
Service cost	1,857	1,804
Interest cost	2,473	2,995
Actuarial loss	1,071	3,102
Liability reduction due to curtailment	(90)	—
Benefits paid	(3,692)	(5,565)
Projected benefit obligation at measurement date	$50,416	$48,797
Change in plan assets:		
Fair value of plan assets at beginning of plan year	$42,691	$30,091
Actual return on plan assets	5,838	8,065
Company contributions	4,700	10,100
Benefits paid	(3,692)	(5,565)
Fair value of plan assets at measurement date	$49,537	$42,691
Funded status of the plan:		
Benefit obligation in excess of plan assets	(879)	(6,106)
Accrued pension liability	$ (879)	$ (6,106)

Actuarial assumptions used in the determination of the benefit obligation of the above data were:

	2010	2009
Discount rate	5.05%	5.55%
Rate of compensation increase	5.0%	5.0%

The fair value of the pension plan assets was $49.5 million at December 31, 2010 and $42.7 million at December 31, 2009. The variation in the fair value of the assets between years was due to the change in the market value of the underlying investments, the Company making $4.7 million in contributions and benefits paid. Estimated future benefit payments expected to be paid in each of the next five years beginning with 2011 are $4.1 million, $4.6 million, $4.3 million, $4.3 million and $4.1 million with an aggregate of $18.6 million for the five years thereafter. As of the most recent actuarial measurement date, the Company does not expect to make a contribution for the 2011 calendar year.

The Company employs a total return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of short- and long-term plan liabilities, plan funded status and corporate financial condition. The investment portfolio contains a diversified blend of equity and fixed-income investments. Furthermore, equity investments are diversified across various stocks, as well as growth, value, and small and large capitalizations. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, annual liability measurements and periodic asset/liability studies.

The expected role of plan equity investments is to maximize the long-term real growth of fund assets, while the role of fixed income investments is to generate current income, provide for more stable periodic returns and provide some protection against a prolonged decline in the market value of fund equity investments. The current target allocations for plan assets are 50%-70% for equity securities, 20%-50% for fixed income securities, and 0%-15% for cash and alternative investments. Equity securities include U.S. and international equities, while fixed income securities include long-duration and high-yield bond funds.

The fair value of the Company's pension plan assets by category at December 31, 2010 are as follows:

	Market value	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	(In thousands)			
Equity securities(a)	$32,270	$32,270	$—	$—
Fixed income funds(b)	16,580	16,580	—	—
Cash/cash equivalents(c)	687	687	—	—
Total	$49,537	$49,537	$—	$—

(a) This category includes investments in equity securities of large, small and medium sized companies and equity securities of foreign companies, or 30.0%, 8.9% and 13.1% of total assets, respectively. Of the total equity amount, 15.5% was invested in common stocks in a wide variety of industries, 83.5% was invested in mutual funds and 1.0% was invested in exchange traded funds. The funds are valued using the closing market prices at December 31, 2010.

(b) This category includes investments in investment-grade fixed-income instruments and corporate bonds. The funds are valued using the closing market prices at December 31, 2010.

(c) This category comprises the cash held to pay beneficiaries. The fair value of cash equals its book value.

The pension plan has a separately determined accumulated benefit obligation that is the actuarial present value of benefits based on service rendered and current and past compensation levels. This differs from the projected benefit obligation in that it includes no assumption about future compensation levels. The accumulated benefit obligation was $50.4 million at December 31, 2010 and $48.7 million at December 31, 2009.

On January 1, 2011, the Company froze its pension plan for its non-union participants and formed a new feature within the ESSOP plan in which each employee will receive a similar benefit.

Supplemental Non-qualified Unfunded Plans

The Company also maintains supplemental non-qualified unfunded plans for certain officers and other key employees. Expense for these plans was $0.3 million for each of the years ended 2010, 2009 and 2008, and the amount accrued was $1.8 million and $2.1 million as of December 31, 2010 and 2009, respectively. Amounts were determined based on similar assumptions as the Qualified Pension Plan as of the December 31 measurement date for 2010 and 2009.

Other Postretirement Benefits

The Company has certain postretirement plans that provide medical benefits for certain U.S. retirees and eligible dependents. The following table sets forth the components of net periodic postretirement benefit cost for the years ended December 31, 2010, 2009 and 2008:

	2010	2009	2008
	(In thousands)		
Service cost, benefits attributed for service of active employees for the period	$139	$124	$141
Interest cost on the accumulated postretirement benefit obligation	337	394	394
Amortization of prior service cost	161	186	179
Recognized net actuarial loss	—	—	19
Special termination benefits cost under ASC 712	—	58	—
Net periodic postretirement benefit cost	$637	$762	$733

The discount rate used to measure the net periodic postretirement benefit cost was 5.65% for 2010, 6.90% for 2009 and 6.35% for 2008. It is the Company's policy to fund healthcare benefits on a cash basis. Because the plans are unfunded, there are no plan assets. The following table provides a reconciliation of the projected benefit obligation at the Company's December 31 measurement date.

	2010	2009
	(In thousands)	
Benefit obligation at beginning of year	$6,461	$6,160
Service cost	139	124
Interest cost	337	394
Amendments	—	(152)
Special termination benefits	—	58
Actuarial (gain) loss	(91)	177
Plan participants contributions	568	541
Benefits paid	(955)	(841)
Benefit obligation and funded status at end of year	$6,459	$6,461
Amounts recognized in the Consolidated Balance Sheets at December 31:		
Accrued compensation and employee benefits	$ 487	$ 512
Accrued non-pension postretirement benefits	5,972	5,949
Amounts recognized at December 31	$6,459	$6,461

The discount rate used to measure the accumulated postretirement benefit obligation was 5.20% for 2010 and 5.65% for 2009. The Company's discount rate assumptions for its postretirement benefit plan are based on the average yield of a hypothetical high quality bond portfolio with maturities that approximately match the estimated cash flow needs of the plan. Because the plan requires the Company to establish fixed Company contribution amounts for retiree healthcare benefits, future healthcare cost trends do not generally impact the Company's accruals or provisions.

Estimated future benefit payments of postretirement benefits, assuming increased cost sharing, expected to be paid in each of the next five years beginning with 2011 are $0.5 million in each year with an aggregate of $2.5 million for the five years thereafter. These amounts can vary significantly from year to year because the cost sharing estimates can vary from actual expenses as the Company is self-insured.

Badger Meter Employee Savings and Stock Ownership Plan

In 2010, the Company restructured the outstanding debt of its Employee Savings and Stock Option Plan (the "ESSOP") by loaning the ESSOP $0.5 million to repay a loan to a third party and loaning the ESSOP an additional $1.0 million to purchase additional shares of the Company's Common Stock for future 401(k) savings plan matches under a program that will expire on December 31, 2020. Under this program, the Company agreed to pay the principal and interest on the new loan amount of $1.5 million. The receivable from the ESSOP and the related obligation were therefore netted to zero on the Company's Consolidated Balance Sheets at December 31, 2010. The terms of the loan call for equal payments of principal with the final payment due on December 31, 2020. A similar amount of unearned compensation has been recorded as a reduction of shareholders' equity.

The Company made principal payments of $49,000, $74,000 and $23,000 in 2010, 2009 and 2008, respectively. The associated commitments released shares of Common Stock (12,309 shares in 2010 for the 2009 obligation, 17,552 shares in 2009 for the 2008 obligation, and 10,750 shares in 2008 for the 2007 obligation) for allocation to participants in the ESSOP. The ESSOP held unreleased shares of 121,880, 109,191 and 126,743 as of December 31, 2010, 2009 and 2008, respectively, with a fair value of $5.4 million, $4.3 million and $3.7 million as of December 31, 2010, 2009 and 2008, respectively. Unreleased shares are not considered outstanding for purposes of computing earnings per share.

The ESSOP includes a voluntary 401(k) savings plan that allows certain employees to defer up to 20% of their income on a pretax basis subject to limits on maximum amounts. The Company matches 25% of each employee's contribution, with the match percentage applying to a maximum of 7% of the employee's salary. The match is paid using the Company's Common Stock released through the ESSOP loan payments. For ESSOP shares purchased prior to 1993, compensation expense is recognized based on the original purchase price of the shares released and dividends on unreleased shares are charged to retained earnings. For shares purchased in or after 1993, expense is based on the market value of the shares on the date released and dividends on unreleased shares are accounted for as additional interest expense. Compensation expense of $0.2 million was recognized for the match for each of 2010, 2009 and 2008.

Note 8 Income Taxes

The Company is subject to income taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes and recording the related deferred tax assets and liabilities.

Details of earnings from continuing operations before income taxes and the related provision for income taxes are as follows:

	2010	2009	2008
		(In thousands)	
Domestic	$42,213	$41,374	$38,517
Foreign	2,225	959	1,038
Total	$44,438	$42,333	$39,555

Income tax expense (benefit) is included in the accompanying Consolidated Statements of Operations as follows:

	2010	2009	2008
		(In thousands)	
Income tax expense:			
Continuing operations	$15,776	$15,553	$14,471
Discontinued operations	—	(7,390)	—
Total	$15,776	$ 8,163	$14,471

The provision (benefit) for income taxes from continuing operations are as follows:

	2010	2009	2008
		(In thousands)	
Current:			
Federal	$14,696	$11,990	$13,833
State	2,553	2,332	1,617
Foreign	385	229	510
Deferred:			
Federal	(1,485)	1,211	(1,133)
State	(324)	(138)	(257)
Foreign	(49)	(71)	(99)
Total	$15,776	$15,553	$14,471

The provision (benefit) for income taxes differs from the amount that would be provided by applying the statutory U.S. corporate income tax rate in each year due to the following items:

	2010	2009	2008
		(In thousands)	
Provision at statutory rate	$15,553	$14,816	$13,844
State income taxes, net of federal tax benefit	1,449	1,416	872
Foreign income taxes	(430)	(178)	(1,287)
Domestic production activities deduction	(573)	(315)	(435)
Valuation allowance	—	(351)	1,606
Other	(223)	165	(129)
Actual provision	$15,776	$15,553	$14,471

The components of deferred income taxes as of December 31 are as follows:

	2010	2009
	(In thousands)	
Deferred tax assets:		
Reserve for receivables	$ 146	$ 91
Reserve for inventories	1,603	1,146
Accrued compensation	848	834
Payables	394	354
Non-pension postretirement benefits	2,471	2,520
Accrued pension benefits	1,424	3,470
Accrued employee benefits	1,393	1,301
Currency translation loss	—	372
Net operating loss and tax credit carryforwards	90	178
Other	—	90
Total deferred tax assets	8,369	10,356
Deferred tax liabilities:		
Depreciation	3,505	2,727
Other	84	—
Total deferred tax liabilities	3,589	2,727
Net deferred tax assets	$4,780	$ 7,629

At December 31, 2010, the Company had foreign net operating loss carryforwards at certain European subsidiaries totaling less than $0.1 million. The Slovakian carryforward has a five-year carryforward period and will begin to expire in 2011. The Czech Republic carryforward has a three-year carryforward period and will expire in 2012.

No provision for federal income taxes was made on the earnings of foreign subsidiaries that are considered permanently invested or that would be offset by foreign tax credits upon distribution. Such undistributed earnings at December 31, 2010 were $10.7 million.

Changes in the Company's gross liability for unrecognized tax benefits, excluding interest and penalties, are as follows:

	2010	2009
	(In thousands)	
Balance at beginning of year	$1,994	$ 7,851
Decreases in unrecognized tax benefits as a result of positions taken during the prior period	(69)	42
Increases in unrecognized tax benefits as a result of positions taken during the current period	220	1,533
Favorable resolution of unrecognized tax benefits	—	(7,390)
Reductions to unrecognized tax benefits as a result of a lapse of the applicable statute of limitations	(20)	(42)
Balance at end of year	$2,125	$ 1,994

The Company does not expect a significant increase or decrease to the total amounts of unrecognized tax benefits during the fiscal year ending December 31, 2011. To the extent these unrecognized tax benefits are ultimately recognized, they will impact the effective tax rate in a future period, possibly as early as the fiscal year ending December 31, 2011.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years prior to 2006. The Company's policy is to recognize interest related to unrecognized tax benefits as interest expense and penalties as operating expenses. Accrued interest was $0.2 million and $0.1 million at December 31, 2010 and 2009, respectively, and there were no penalties accrued in either year. The total amount of interest expense recognized during 2010 and 2009 in the Company's Consolidated Statements of Operations was $0.1 million. The total amount of interest expense recognized during 2009 included a reversal of $1.2 million that was previously accrued related to an uncertain tax position that was favorably resolved in 2009, as further discussed in Note 3 "Acquisitions, Investment and Discontinued Operations."

The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are adequate for all open years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter.

Note 9 Long-Term Debt

Long-term debt at December 31, 2009 consists of the following:

	(In thousands)
ESSOP debt (Note 7)	$ 585
Term loans	4,844
Total debt	5,429
Less: current maturities	(5,429)
Total long-term debt	$ —

Interest on the ESSOP debt was charged at either prime rate or at LIBOR plus 1.5%. As of December 31, 2009, the LIBOR-based loan had an interest rate of 1.78%. The terms of the loan allowed variable payments of principal with the final principal and interest payment due April 30, 2010. The interest expense on the ESSOP debt was $21,000 each year for 2009 and 2008, which was net of dividends on unallocated ESSOP shares of $30,000 for each year. In 2010, the Company restructured the outstanding debt of its ESSOP by loaning the ESSOP $0.5 million to repay a loan to a third party and loaning the ESSOP an additional $1.0 million to purchase additional shares of the Company's Common Stock for future 401(k) savings plan matches under a program that will expire on December 31, 2020. Under this program, the Company agreed to pay the principal and interest on the new loan amount of $1.5 million. The receivable from the ESSOP and the related obligation were therefore netted to zero on the Company's Consolidated Balance Sheets at December 31, 2010. The terms of the loan call for equal payments of principal with the final payment due on December 31, 2020. A similar amount of unearned compensation has been recorded as a reduction of shareholders' equity.

In May 2005, the Company obtained an unsecured $10 million, five-year term loan to replace existing short-term debt. The Company made the final payment in 2010.

In July 2008, the Company obtained an unsecured $15 million, two-year loan primarily to purchase the GALAXY technology in the second quarter of 2008. The Company made the final payment in 2010.

Note 10 Industry Segment and Geographic Areas

The Company is a manufacturer and a marketer of products incorporating liquid flow measurement and control technologies, which comprise one reportable segment. The Company manages and evaluates its operations as one segment primarily due to similarities in the nature of the products, production processes, customers and methods of distribution.

Information regarding revenues by geographic area are as follows:

	2010	2009	2008
		(In thousands)	
Revenues:			
United States	$245,846	$225,647	$246,901
Foreign:			
Europe	9,368	7,937	11,546
Mexico	9,924	7,282	9,581
Other	11,496	9,471	11,524
Total	$276,634	$250,337	$279,552

Information regarding assets by geographic area are as follows:

	2010	2009
	(In thousands)	
Long-lived assets (all non-current assets except deferred income taxes):		
United States	$ 84,499	$ 66,986
Foreign:		
Europe	11,425	11,737
Mexico	20,945	20,554
Total	$116,869	$ 99,277
Total assets:		
United States	$171,793	$148,173
Foreign:		
Europe	20,789	20,384
Mexico	23,282	22,459
Total	$215,864	$191,016

Note 11 Unaudited: Quarterly Results of Operations, Common Stock Price and Dividends

	Quarter Ended			
	March 31	June 30	September 30	December 31
	(In thousands except per share data)			
2010				
Net sales	$61,799	$74,290	$75,702	$64,843
Gross margin	$23,209	$27,023	$27,954	$24,638
Net earnings	$ 5,352	$ 8,029	$ 9,023	$ 6,258
Earnings per share:				
Basic	$ 0.36	$ 0.54	$ 0.61	$ 0.42
Diluted	$ 0.36	$ 0.53	$ 0.60	$ 0.42
Dividends declared	$ 0.12	$ 0.12	$ 0.14	$ 0.14
Stock price:				
High	$ 42.45	$ 44.71	$ 42.59	$ 45.49
Low	$ 32.58	$ 37.15	$ 36.57	$ 39.61
Quarter-end close	$ 38.51	$ 38.69	$ 40.48	$ 44.22
2009				
Net sales	$65,324	$67,763	$60,814	$56,436
Gross margin	$26,172	$26,601	$23,725	$20,516
Earnings from continuing operations	$ 6,973	$ 7,757	$ 6,965	$ 5,085
Earnings from discontinued operations	$ —	$ —	$ 7,390	$ —
Net earnings	$ 6,973	$ 7,757	$14,355	$ 5,085
Earnings per share:				
Basic:				
Continuing operations	$ 0.47	$ 0.53	$ 0.47	$ 0.34
Discontinued operations	$ —	$ —	$ 0.50	$ —
Total basic	$ 0.47	$ 0.53	$ 0.97	$ 0.34
Diluted:				
Continuing operations	$ 0.47	$ 0.52	$ 0.47	$ 0.34
Discontinued operations	$ —	$ —	$ 0.49	$ —
Total diluted	$ 0.47	$ 0.52	$ 0.96	$ 0.34
Dividends declared	$ 0.11	$ 0.11	$ 0.12	$ 0.12
Stock price:				
High	$ 33.88	$ 44.90	$ 43.52	$ 41.06
Low	$ 22.50	$ 27.96	$ 34.13	$ 34.88
Quarter-end close	$ 28.89	$ 41.00	$ 38.69	$ 39.82

The Company's Common Stock is listed on the New York Stock Exchange under the symbol BMI. Earnings per share is computed independently for each quarter. As such, the annual per share amount may not equal the sum of the quarterly amounts due to rounding. The Company currently anticipates continuing to pay cash dividends. Shareholders of record as of December 31, 2010 and 2009 totaled 634 and 874, respectively, for Common Stock. Voting trusts and street name shareholders are counted as single shareholders for this purpose.

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

ITEM 9A. *CONTROLS AND PROCEDURES*

Evaluation of Disclosure Controls and Procedures

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), the Company's management evaluated, with the participation of the Company's Chairman, President and Chief Executive Officer and the Company's Senior Vice President — Finance, Chief Financial Officer and Treasurer, the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the year ended December 31, 2010. Based upon their evaluation of these disclosure controls and procedures, the Company's Chairman, President and Chief Executive Officer and the Company's Senior Vice President — Finance, Chief Financial Officer and Treasurer concluded that, as of the date of such evaluation, the Company's disclosure controls and procedures were effective.

Changes in Internal Controls over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Annual Report on Internal Control over Financial Reporting

The report of management required under this Item 9A is contained in Item 8 of this 2010 Annual Report on Form 10-K under the heading "Management's Annual Report on Internal Control over Financial Reporting."

Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

The attestation report required under this Item 9A is contained in Item 8 of this 2010 Annual Report on Form 10-K under the heading "Report of Independent Registered Public Accounting Firm."

ITEM 9B. *OTHER INFORMATION*

None.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

Information required by this Item with respect to directors is included under the headings "Nomination and Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 29, 2011, and is incorporated herein by reference.

Information concerning the executive officers of the Company is included in Part I, Item 1 of this 2010 Annual Report on Form 10-K under the heading "Business — Employees."

The Company has adopted the Badger Meter, Inc. Code of Conduct for Financial Executives that applies to the Company's Chairman, President and Chief Executive Officer, the Company's Senior Vice President — Finance, Chief Financial Officer and Treasurer and other persons performing similar functions. A copy of the Badger Meter, Inc. Code of Conduct for Financial Executives is posted on the Company's website at www.badgermeter.com. The Badger Meter, Inc. Code of Conduct for Financial Executives is also available in print to any shareholder who requests it in writing from the Secretary of the Company. The Company satisfies the disclosure requirements under

Item 5.05 of Form 8-K regarding amendments to, or waivers from, the Badger Meter, Inc. Code of Conduct for Financial Executives by posting such information on the Company's website at www.badgermeter.com.

The Company is not including the information contained on its website as part of, or incorporating it by reference into, this 2010 Annual Report on Form 10-K.

ITEM 11. *EXECUTIVE COMPENSATION*

Information required by this Item is included under the headings "Executive Compensation" and "Corporate Governance Committee Interlocks and Insider Participation" in the Company's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 29, 2011, and is incorporated herein by reference; provided, however, that the information under the subsection "Executive Compensation — Corporate Governance Committee Report" is not deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934 or to be the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent it is specifically incorporated by reference into such a filing.

ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS*

Information required by this Item is included under the headings "Stock Ownership of Beneficial Owners Holding More than Five Percent", "Stock Ownership of Management" and "Equity Compensation Plan Information" in the Company's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 29, 2011, and is incorporated herein by reference.

ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE*

Information required by this Item is included under the headings "Related Person Transactions" and "Nomination and Election of Directors — Independence, Committees, Meetings and Attendance" in the Company's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 29, 2011, and is incorporated herein by reference.

ITEM 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES*

Information required by this Item is included under the heading "Principal Accounting Firm Fees" in the Company's definitive Proxy Statement relating to the Annual Meeting of Shareholders to be held on April 29, 2011, and is incorporated herein by reference.

PART IV

ITEM 15. *EXHIBITS AND FINANCIAL STATEMENT SCHEDULES*

Documents filed as part of this Annual Report on Form 10-K:

1. *Financial Statements.* See the financial statements included in Part II, Item 8 "Financial Statements and Supplementary Data" in this 2010 Annual Report on Form 10-K, under the headings "Consolidated Balance Sheets," "Consolidated Statements of Operations," "Consolidated Statements of Cash Flows" and "Consolidated Statements of Shareholders' Equity."

2. *Financial Statement Schedules.* Financial statement schedules are omitted because the information required in these schedules is included in the Notes to Consolidated Financial Statements.

3. *Exhibits.* See the Exhibit Index included in this 2010 Annual Report on Form 10-K that is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 28, 2011.

BADGER METER, INC.

By: /s/ Richard A. Meeusen

Richard A. Meeusen
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 28, 2011.

Name	Title
/s/ Richard A. Meeusen Richard A. Meeusen	Chairman, President and Chief Executive Officer and Director (Principal executive officer)
/s/ Richard E. Johnson Richard E. Johnson	Senior Vice President — Finance, Chief Financial Officer and Treasurer (Principal financial officer)
/s/ Beverly L. P. Smiley Beverly L. P. Smiley	Vice President — Controller (Principal accounting officer)
/s/ Ronald H. Dix Ronald H. Dix	Director
/s/ Gale E. Klappa Gale E. Klappa	Director
/s/ Thomas J. Fischer Thomas J. Fischer	Director
/s/ Andrew J. Policano Andrew J. Policano	Director
/s/ Steven J. Smith Steven J. Smith	Director
/s/ John J. Stollenwerk John J. Stollenwerk	Director
/s/ Todd J. Teske Todd J. Teske	Director