

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bensalah Nocair</u>  (Last) (First) (Middle) C/O ENERGY RECOVERY, INC. 1717 DOOLITTLE DRIVE  (Street) SAN LEANDRO CA 94577  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Recovery, Inc. [ ERII ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	10/01/2018		M		31,404	A	\$2.75	95,000	D	
Common Stock <sup>(1)</sup>	10/01/2018		S		31,404	D	\$8.7704 <sup>(2)</sup>	63,596	D	
Common Stock <sup>(3)</sup>	10/01/2018		F		854	D	\$8.743 <sup>(4)</sup>	62,742	D	
Common Stock <sup>(1)</sup>	10/02/2018		M		45,956	A	\$2.75	108,698	D	
Common Stock <sup>(1)</sup>	10/02/2018		S		45,956	D	\$8.7902 <sup>(5)</sup>	62,742	D	
Common Stock <sup>(1)</sup>	10/03/2018		M		884	A	\$2.75	63,626	D	
Common Stock <sup>(1)</sup>	10/03/2018		S		884	D	\$8.79	62,742	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$2.75	10/01/2018		M		31,404	(6)	03/09/2025	Common Stock	31,404	\$0	102,052	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$2.75	10/02/2018		M		45,956	(6)	03/09/2025	Common Stock	45,956	\$0	56,096	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$2.75	10/03/2018		M		884	(6)	03/09/2025	Common Stock	884	\$0	55,212	D	

**Explanation of Responses:**

1. This transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 10, 2018.

2. This figure is the weighted average sales price of multiple trades ranging from \$8.7300 to \$8.8600 per share. The Reporting Person undertakes to provide the SEC Staff, ERI or a shareholder of ERI full information about the number of shares sold at each separate price upon request.
3. Payment of tax obligation by withholding securities incident to the vesting of the securities in accordance with Rule 16b-3(e)
4. This figure is the weighted average stock price of the shares withheld for each restricted stock unit award vesting.
5. The figure is the weighted average sales price of multiple trades ranging from \$8.6800 to \$8.8400 per share. The Reporting Person undertakes to provide the SEC Staff, ERI or a shareholder of ERI full information about the number of shares sold at each separate price upon request.
6. This employee stock option was granted on March 10, 2015. 25% of the shares fully vest on the 1st anniversary of the vesting start date; thereafter, the remaining 75%, vest 1/36th per month.

**Remarks:**

/s/William Yeung, Attorney-  
in-Fact for Nocair Bensalah

10/03/2018

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

As an officer and/or director of Energy Recovery, Inc. (the "Company"), the undersigned is subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended.

By signing this document, the undersigned: (i) expressly revokes and leaves without effect any and all prior powers of attorney granted as an officer and/or a director of the Company for the purposes set-forth in points 1 to

- (1) prepare and execute Forms ID, 3, 4, and 5 including amendments to these Forms, for and on behalf the undersigned, in the undersigned's capacity as an officer and/or director of the Company;
- (2) prepare and execute any other forms or amendments to such forms as he or she determines, in his or her discretion, that are required or advisable to be filed under Section 16, as amended, and related rules and regulations
- (3) undertake all acts necessary in order to file and submit such forms to the U.S. Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attor

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4, and 5 or to report holdings of, and transactions in, securities issued by the Company, or until

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 1st day of December, 2017.

/s/Nocair Bensalah

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Nocair Bensalah