SEC Form 4

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person [*] Gannon Chris M	2. Issuer Name **and** Ticker or Trading Symbol Energy Recovery, Inc. [ERII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2019

C/O ENERGY RECOVERY, INC.
1717 DOOLITTLE DRIVE

	Director	10% Owner
X	Officer (give title below)	Other (specify below)

Chief Executive Officer

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)

SAN LEANDRO CA 94577

(City) (State) (Zip)

X	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[1][2]	02/02/2019		A		19,059	A	$7.87	83,545	D	
Common Stock[3]	02/05/2019		F		1,768	D	$8.4289[4]	81,777	D	
Common Stock[5]	02/04/2019		F		2,258	D	$7.7444[6]	79,519	D	
Common Stock[5]	02/05/2019		F		1,660	D	$7.7711[6]	77,859	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	$7.87	02/02/2019		A		95,622		[7]	02/02/2029	Common Stock	95,622	$7.87	95,622	D	

Explanation of Responses:

1. Each restricted stock unit represents the right to receive, at settlement, one (1) share of Common Stock

2. The restricted stock unit award was granted on February 2, 2019 and vests 25% on each of the first four anniversary of the grant date.

3. Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).

4. Represents the weighted average stock price of the shares withheld to cover tax obligation for restricted stock unit award vesting.

5. Payment of tax obligation by selling securities incident to the vesting of securities in accordance with Rule 16b-3(e).

6. Represents the weighted average stock price of the shares sold to cover tax obligation for restricted stock unit award vesting.

7. This employee stock option was granted on February 2, 2019, 25% of the shares will vest on the 1st anniversary of the vesting commencement date, thereafter, the remaining 75% vest 1/36th per month.

Remarks:

/s/ William Yeung, Attorney-in-fact for Chris Gannon   02/05/2019

** Signature of Reporting Person   Date

Exhibit 24

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 purp

(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

(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

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 exer

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 is

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

/s/Chris M. Gannon

Chris M. Gannon