SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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 [*] Johannessen Fred Olav					r Name and Ticker <u> y Recovery,</u>				(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last)	(First)	(Middle)		3. Date 05/07/	of Earliest Transac 2009	tion (Mor	וth/Da	y/Year)		Director Officer (give title below)		(specify			
C/O ENERGY RECOVERY, INC. 1908 DOOLITTLE DRIVE				4. If Amendment, Date of Original Filed (Month/Day/Year)							 Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 				
(Street) SAN LEANDRO	СА	94577								Form filed by More than One Reporting Person					
(City)	(State)	(Zip)													
		Table I - N	on-Deriv	vative	Securities Ac	quired	, Dis	posed of, c	or Bene	ficially Ow	ned				
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 A Of (D) (Instr. 3) or Disposed	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
						Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock			05/07/	2009		S ⁽¹⁾		400	D	\$8.6	1,065,300	D			
Common Stock			05/08/	2009		S		800	D	\$8.6288(2)	1,064,500	D			
Common Stock											286,000	I	By Kalamaris Invest AG		
Common Stock											33,012	I	By Osip ApS		
Common Stock											182,400	I	By Gallissas Ltd.		
Common Stock											215,800	I	By Logar AS		
Common Stock											40,000	I	By Spouse		
Common Stock											150,000	I	By Child		
		Table II			ecurities Acqualls, warrants,						ed				

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		1 ' I		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	Direct (D)	Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2008.

2. This figure is the weighted average sales price of multiple trades ranging from \$8.60 to \$8.65 per share. The reporting person undertakes to provide to the SEC Staff, ERI, or a shareholder of ERI full information about the number of shares sold at each separate price upon request.

> /s/Carolyn Bostick, attorney-infact for Fred Olav Johannessen ** Signature of Reporting Person Date

05/11/2009

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.