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). Ш

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* BUEHLER ALEXANDER J					2. Issuer Name and Ticker or Trading Symbol <u>Energy Recovery, Inc.</u> [ERII]										onship of Reporting P Il applicable) Director		(s) to Issuer 10% Ov	vner	
(Last) (First) (Mide C/O ENERGY RECOVERY, INC.			Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/01/2011								X	Officer (give title below) CFO		FO	Other (s below)	pecify	
1717 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 CA (City) (State)			94577 Zip)											•	•	ng Person	g Person		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Tran: Date (Month					Executionar) if any	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispos Code (Instr.		rities Acquired (A) or ed Of (D) (Instr. 3, 4 ar			Following	urities eficially Owned owing Reported		lirect (I) . 4)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount (A) or Pr		Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
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/Ye	Cod	nsaction le (Instr	n Derivati Securiti Acquire Dispose	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)			and Am es Unde ve Secu		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Cod	e V (A)		(D)	Date Exercisab		xpiration ate	Title		Amount or Number of Shares		(Instr. 4)				
Employee Stock Option (Right to Buy)	\$2.58	06/01/2011		A		400,000		(1)	05	5/22/2021	Comm Stocl		400,000	\$ <u>0</u>	400,00	00	D		

Explanation of Responses:

1. One quarter (1/4) of the shares vest on the first anniversary of the vesting commencement date of May 23, 2011 and 1/48 vest each month thereafter.

/s/ Carolyn Bostick, attorney-in-<u>06/02/2011</u> fact for Alexander Buehler ** 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.

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