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

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* MAO ROBERT YU LANG						2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Energy Recovery, Inc.</u> [ERII]									tionship of Reporting Per all applicable) Director		Person	(s) to Issuer 10% Ov	
(Last)	(First)	· ·	(Middle)				3. Date of Earliest Transaction (Month/Day/Year) 06/14/2011									Officer (give title below)		Other (specify below)	
C/O ENERGY RECOVERY, INC. 1717 DOOLITTLE DRIVE						4. If Amendment, Date of Original Filed (Month/Day/Year) 06/16/2011									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(Street) SAN LEANDRO CA 94577															Form file	d by More	than C	ne Reportin	g Person
(City)	(State)	(Zi	p)																
		Та	ble I - No	on-Der	ivativ	e So	ecuritie	s Acc	uired	, Dis	posed of,	, or	r Benef	icially Ow	ned			,	
Date					ansaction th/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or E Of (D) (Instr. 3, 4 and 5)			) or Disposed	Securities Beneficial Following	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		mership : Direct (D) lirect (I) . 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D) Price		Price	(Instr. 3 and 4)				(Instr. 4)
Common Stock 06/14						./2011			<b>P</b> <sup>(1)</sup>		7,361		Α	\$2.6723 <sup>(2)</sup>	7,3	61		Ι	By The R. Mao Trust
			Table II -								sed of, o onvertible			ially Own es)	ed				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution I if any (Month/Day	Date,	Code (Inst				6. Date Exerce Expiration D (Month/Day/		ate	Se De	Title and A ecurities U erivative Se nstr. 3 and	nderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti	e s illy g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Tit	itle	Amount or Number of Shares		(Instr. 4)	1011(5)		

Explanation of Responses:

1. This amendment corrects an error in the transaction code; the transaction was an open market purchase not sale.

2. This figure is the weighted average sales price of multiple trades ranging from \$2.60 to \$2.70 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.



\*\* Signature of Reporting Person

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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