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 <sup>•</sup> <u>Pate-Cornell Marie-Elisabeth Lucienne</u>					2. Issuer Name and Ticker or Trading Symbol Energy Recovery, Inc. [ERII]								ationship of F k all applicab Director	,			Jer Owner
(Last)	. ,	(First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 09/16/2011								Officer (g below)	ive title		Other (s below)	specify
C/O ENERGY RECOVERY, INC. 1717 DOOLITTLE DRIVE					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) SAN LEAND (City)	ORO CA (State		4577 Zip)										Form file	d by More	than C	)ne Reportin	g Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date				2. Transa Date (Month/D		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disp Code (Instr.			curities Acquired (A) or osed Of (D) (Instr. 3, 4 an		5. Amount Securities Beneficiall Following	y Owned or Reported (In		/nership : Direct (D) lirect (I) . 4)	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	Price		nsaction(s) str. 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	, Transaction Code (Instr.		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 (Inst 3 and 4)		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)	Beneficial Ownership (Instr. 4)
				Code	e V	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares		(Instr. 4)			
Stock Option (Right to Buy)	\$2.61	09/16/2011		А		39,042		(1)	0	6/09/2021	Common Stock	39,042	\$0	\$39,04	42	D	

Explanation of Responses:

1. The shares will fully vest on the first anniversary of the vesting commencement date of June 10, 2011.

<u>/s/ Carolyn F. Bostick, attorney-in-</u> <u>fact for Marie-Elisabeth Pate-</u>09/20/2011 <u>Cornell</u>

\*\* 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.