

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * <u>Barnes David</u> <hr/> (Last) (First) (Middle) <u>C/O ENERGY RECOVERY</u> <u>1717 DOOLITTLE DRIVE</u> <hr/> (Street) <u>SAN LEANDRO CA 94577</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/15/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>Energy Recovery, Inc. [ERI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ <u>Chief Sales Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option (Right to Buy)</u>	<u>(I)</u>	<u>10/14/2024</u>	<u>Common Stock</u>	<u>75,000</u>	<u>3.8</u>	<u>D</u>

Explanation of Responses:

1. 25% of the shares fully vest on the 1st anniversary of the vesting start date of 10/15/2014; Thereafter, the remaining 75%, vest 1/36th per month.

/s/ Lemyrle Thompson, Attorney-in-fact for David L. Barnes 10/24/2014

** 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 5 (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.

POWER OF ATTORNEY

As an officer 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 purposes set-forth in points 1 to 3 herein below; and (ii) designates and appoints each of Thomas S. Rooney, Jr., Joel Gay, Juan B. Otero, and Lemyrtle E. Thompson as the undersigned's true and lawful attorney-in-fact to:

- (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 related rules and regulations, including any successor laws and regulations, as a consequence of the undersigned's status as a director or as a result of the undersigned's ownership, acquisition or disposition of securities of the Company; 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 person or agency as the attorney-in-fact deems appropriate.

The undersigned hereby ratifies and confirms all acts that each of the attorneys-in-fact and agents do or cause to be done by virtue of this Power of Attorney. The undersigned acknowledges that each of the attorneys-in-fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16, as amended.

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 issued by the Company, or until the undersigned revokes this Power of Attorney by delivering to the Company a signed revocation in writing to the Company and to each of the attorneys-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 21st day of October, 2014.

/s/ David L. Barnes

David L. Barnes