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

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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 [*] Michelet Hans Peter						2. Issuer Name and Ticker or Trading Symbol Energy Recovery, Inc. [ERII]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last)	(First)	, , , ,				3. Date of Earliest Transaction (Month/Day/Year) 11/12/2015										Officer (give title		Other (spec below)	
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 LEANDRO CA 94577					,										Form file	d by More	than On	e Reportin	g Person
(City)	(State)	(Zi	ip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date					e nth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)				4. Securities Acquired (A) or D Of (D) (Instr. 3, 4 and 5)			or Disposed	Securities Beneficial Following	5. Amount of Securities Beneficially Owned Following Reported		ership Direct (D) ect (I) I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount		(A) or (D)	Price	 Transaction(s) (Instr. 3 and 4) 				(Instr. 4)
Common Stock 11/12						2/2015			S		10,700) D \$		\$7.7679 ⁽¹⁾	399,000			D	
Common Stock 11/13						3/2015			S	s 2,900			D	\$7.6478 ⁽²⁾	395,	100		D	
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)	Execution if any	if any C (Month/Day/Year) 8		ransaction ode (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		e Exercition D h/Day/ ¹	fear) Expiration	Expiration Securities Under Derivative Securi (Instr. 3 and 4)		Amount or Number	ying Derivative Security (Instr. 5)		e C s F ally C a	0. Ownership Form: Direct (D) r Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. This figure is the weighted average sales price of multiple trades ranging from \$7.60 to \$7.96 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.]

2. This figure is the weighted average sales price of multiple trades ranging from \$7.60 to \$7.67 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/ Lemyrtle E. Thompson, Attorney-in-Fact for Hans Peter 11/13/2015 **Michelet** ** 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.