

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Clemente Rodney</u> (Last) (First) (Middle) <u>C/O ENERGY RECOVERY</u> <u>1717 DOOLITTLE DRIVE</u> (Street) <u>SAN LEANDRO CA 94577</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Recovery, Inc. [ERII]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X VP, Global Desalination Sales
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	03/08/2016		A		15,823	A	\$0	15,823	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		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 (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$8.52	03/08/2016		A		26,247		(2)	03/08/2026	Common Stock	26,247	\$0	227,346	D	
Stock Option (Right to Buy)	\$2.46	03/09/2016		X			3,688	(3)	02/15/2022	Common Stock	3,688	\$9.1898 ⁽⁴⁾	223,658	D	
Stock Option (Right to Buy)	\$3.4	03/09/2016		X		15,000		(5)	06/02/2020	Common Stock	15,000	\$9.1898 ⁽⁶⁾	208,658	D	

Explanation of Responses:

- Restricted Stock Units which represent a contingent right to receive shares of common stock. 25% of these restricted stock units fully vest on the 1st anniversary of the vesting start date of 03/8/2016; thereafter, the remaining 75% vest 1/36th per month.
- 25% of these options fully vest on the 1st anniversary of the vesting start date of 03/8/2016; thereafter, the remaining 75% vest 1/36th per month.
- All options became fully vested on 2/16/2016.
- This figure is the weighted average sales price of multiple trades ranging from \$8.56 to \$9.477825 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.
- All options became fully vested on 6/3/2014.
- This figure is the weighted average sales price of multiple trades ranging from \$8.56 to \$9.477825 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 Thompson, Attorney-in-Fact for Rodney Clemente 03/10/2016

** 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.