

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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) <u>VP, Global Desalination Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/10/2016</u>	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/09/2016		M		3,688	A	\$2.46	19,511	D	
Common Stock	03/09/2016		S		3,688	D	\$9.1898 ⁽¹⁾	15,823	D	
Common Stock	03/09/2016		M		15,000	A	\$3.4	30,823	D	
Common Stock	03/09/2016		S		15,000	D	\$9.1898 ⁽¹⁾	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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$2.46	03/09/2016		X		3,688	(2)	06/02/2020	Common Stock	3,688	\$0	0	D	
Stock Option (Right to Buy)	\$3.4	03/09/2016		X		15,000	(3)	02/15/2022	Common Stock	15,000	\$0	0	D	

Explanation of Responses:

- 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.
- These option were originally granted as part of a larger option award on 2/16/2012 and became fully exercisable on 2/16/2016.
- These option were originally granted on 6/3/2010 and became fully exercisable on 6/3/2014.

Remarks:

The original Form 4 filed on March 10, 2016 is amended by this Form 4 Amendment to correctly reflect the reporting person's beneficial ownership of derivative securities based on the exercise of options, the receipt of common stock for those options, and the ultimate sale of the common stock received.

/s/ Lemyrtle Finley Attorney-in-Fact for Rodney Clemente 12/08/2016

** 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.