

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Smith Emily</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 <u>SVP, Corp Dev and Ops</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2020</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	02/03/2020		F		1,848	D	\$10.2555 <sup>(2)</sup>	63,495	D	
Common Stock <sup>(1)</sup>	02/04/2020		F		1,387	D	\$10.4104	62,108	D	
Common Stock <sup>(3)</sup>	02/04/2020		S		2,675	D	\$10.4104	59,433	D	
Common Stock <sup>(4)</sup>	02/05/2020		F		709	D	\$9.48 <sup>(5)</sup>	58,724	D	
Common Stock <sup>(3)</sup>	02/05/2020		S		4,684	D	\$10.5463 <sup>(6)</sup>	54,040	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Payment of tax obligation by selling securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- Represents the weighted average stock price of the shares sold to cover tax obligation for restricted stock unit award vesting. The Reporting Person undertakes to provide the SEC staff, ERI or a shareholder of ERI full information about the number of shares sold at each separate price upon request.
- This transaction was effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on December 13, 2019.
- Payment of tax obligation by withholding securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- Represents the weighted average stock price of the shares withheld to cover the tax obligation for each restricted unit award vesting. The Reporting Person undertakes to provide the SEC staff, ERI or a shareholder of ERI full information about the number of shares sold at each separate price upon request.
- This figure is the weighted average sales price of multiple transactions. The Reporting Person undertakes to provide the SEC staff, ERI or a shareholder of ERI full information about the number of shares sold at each separate price upon request.

/s/ William Yeung, Attorney-in-Fact for Emily Smith      02/05/2020

\*\* 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.