

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

**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>Johannessen Fred Olay</u>  (Last) (First) (Middle)  C/O ENERGY RECOVERY, INC. 1908 DOOLITTLE DRIVE  (Street) SAN LEANDRO CA 94577  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2009	
	4. 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 Form filed by More than One Reporting Person

**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	03/02/2009		S <sup>(1)</sup>		1,000	D	\$6	209,000	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		800	D	\$6.01	208,200	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		5,400	D	\$6.02	202,800	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		4,200	D	\$6.03	198,600	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		500	D	\$6.04	198,100	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		200	D	\$6.05	197,900	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		400	D	\$6.05	197,500	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		100	D	\$6.06	197,400	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		400	D	\$6.1	197,000	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		500	D	\$6.15	196,500	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		1,000	D	\$6.2	195,500	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		100	D	\$6.22	195,400	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		300	D	\$6.28	195,100	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		36	D	\$6.31	195,064	I	By Rolechoice Ltd

**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	03/02/2009		S		64	D	\$6.35	195,000	I	By Rolechoice Ltd
Common Stock	03/02/2009		S		600	D	\$6	299,400	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		500	D	\$6.01	298,900	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		800	D	\$6.02	298,100	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		900	D	\$6.03	297,200	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		300	D	\$6.04	296,900	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		200	D	\$6.05	296,700	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		100	D	\$6.09	296,600	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		1,300	D	\$6.1	295,300	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		300	D	\$6.11	295,000	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		1,100	D	\$6.2	293,900	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		200	D	\$6.23	293,700	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		100	D	\$6.26	293,600	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		36	D	\$6.29	293,564	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		64	D	\$6.31	293,500	I	By Kalamaris Invest AS
Common Stock	03/02/2009		S		500	D	\$6.36	293,000	I	By Kalamaris Invest AS

**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					

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the reporting person on December 15, 2008.

**Remarks:**

This is the second of three Form 4s to be filed, as the number of transactions to be reported on Table 1 exceeds the number of lines available on this form.

/s/Carolyn Bostick, attorney-in-  
fact for Fred Olav Johannessen

03/04/2009

\*\* 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.**