

**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**

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 *<br><u>Johannessen Fred Olav</u><br><br>(Last) (First) (Middle)<br><br><u>C/O ENERGY RECOVERY, INC.</u><br><u>1717 DOOLITTLE DRIVE</u><br><br>(Street)<br><u>SAN LEANDRO CA 94577</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Energy Recovery, Inc. [ ERII ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/01/2009</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                    | 12/01/2009                           |  | S <sup>(1)</sup>               |   | 15,000  | D          | \$5.5942 <sup>(2)</sup> | 137,400   | I  | By Gallissas Ltd.                                     |
| Common Stock                    | 12/01/2009                           |  | S                              |   | 7,000   | D          | \$5.5822 <sup>(3)</sup> | 265,000   | I  | By Kalamaris Invest AG                                |
| Common Stock                    | 12/01/2009                           |  | S                              |   | 7,000   | D          | \$5.6081 <sup>(4)</sup> | 194,800   | I  | By Logar AS   |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 1,039,500   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 33,012  | I  | By Osip ApS   |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 25,000  | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 120,000   | I  | By Child  |

**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) |   |  |  |   |  |

**Explanation of Responses:**

- 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 and March 6, 2009.
- This figure is the weighted average sales price of multiple trades ranging from \$5.52 to \$5.75 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.
- This figure is the weighted average sales price of multiple trades ranging from \$5.50 to \$5.75 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.
- This figure is the weighted average sales price of multiple trades ranging from \$5.54 to \$5.75 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/ Carolyn Bostick, attorney-in-fact for Fred Olav Johannessen 12/02/2009

\*\* 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.