SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OWNERSHIP

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

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 • MAO ROBERT YU LANG					2. Issuer Name and Ticker or Trading Symbol Energy Recovery, Inc. [ERII]									tionship of F all applicab Director		Person	(s) to Issuer 10% Ov	vner
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 06/23/2015									Officer (give title below)			Other (specify below)	
C/O ENERGY RECOVERY, INC. 1717 DOOLITTLE DRIVE					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(Street) SAN LEANDRO CA (City) (State)			4577 Zip)	_										Form file	d by More	than C	One Reportin	g Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date							2A. Deemed Execution Date, if any (Month/Day/Year		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			Securities Beneficiall Following	Amount of ecurities eneficially Owned ollowing Reported ransaction(s)		vnership I: Direct (D) direct (I) I: 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	(A) or (D)	Pr	ice	(Instr. 3 and 4)				(instr. 4)
	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)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisat		Expiration Date	Title	or Nu	iount mber Shares	(Instr.				
Stock Option (Right to Buy)	\$2.92	06/23/2015		Α		53,392		(1)	(	06/23/2025	Common Stock	53	3,392	\$0	224,83	34	D	

Explanation of Responses:

1. The Shares will fully vest on the 2016 Shareholder Meeting date, anticipated to be June 17, 2016.

<u>(s/ Lemyrtle E. Thompson.</u> <u>Attorney-in-Fact for Robert Yu</u> 06/25/2015 <u>Lang Mao</u> 06/25/2015

\*\* Signature of Reporting Person Da

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.