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). Ш

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

1. Name and Address of Reporting Person [*] Hanstveit Arve					2. Issuer Name and Ticker or Trading Symbol <u>Energy Recovery, Inc.</u> [ERII] 3. Date of Earliest Transaction (Month/Day/Year)									onship of Reporting Person all applicable) Director		(s) to Issuer 10% Owner		
(Last) (First) (Middle)					06/23/2016									Officer (give title below)			Other (specify below)	
C/O ENERGY RECOVERY, INC. 1717 DOOLITTLE DRIVE				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv X					ŕ
(Street) SAN LEAND			4577											Form filed	d by More t	than C	ne Reportin	g Person
(City)	(State	, (able I - Non	-Derivat	ive S	ecuritie	s Acc	uired, C	isp	osed of	, or Bene	ficial	lly Ow	ned				
Date				Date			ied n Date, ay/Year)	3. Transaction Code (Instr. 8) Code V		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a Amount (A) or (D) P		3, 4 ar		5. Amount Securities Beneficially Following I Transaction (Instr. 3 and	Owned or Inc eported (Instr (s)		lirect (I) . 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Table II - D								or Benefic le securiti		Owne	ed				
Derivative Conversion Date Execution D Security (Instr. or Exercise (Month/Day/Year) if any			3A. Deemed Execution Date if any (Month/Day/Yea	Code (Instr.		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)				xpiration Date	or Nu		nount mber Shares		(Instr. 4)			
Stock Option (Right to Buy)	\$8.6	06/23/2016		Α		15,327		(1)	0	6/23/2026	Common Stock	15	5,327	\$ <mark>0</mark>	315,16	51	D	

Explanation of Responses:

1. The Shares will fully vest and become exercisable on the 2017 Annual Meeting date, anticipated to be on or about June 23, 2017.

/s/ Lemyrtle Finley Attorney-in-06/27/2016 fact for Arve Hanstveit Date

** Signature of Reporting Person

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.

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

POWER OF ATTORNEY

As an officer and/or director of Energy Recovery, Inc. (the "Company"), the undersigned is subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended.

By signing this document, the undersigned: (i) expressly revokes and leaves without effect any and all prior powers of attorney granted as an officer and/or a director of the Company for the purposes set-forth in points 1 to 3 herein below; and (ii) designates and appoints each of Joel Gay, Chris Gannon, William Yeung, and Lemyrtle Finley as the undersigned's true and lawful attorney-in-fact to:

(1) prepare and execute Forms ID, 3, 4, and 5 including amendments to these Forms, for and on behalf the undersigned, in the undersigned's capacity as an officer and/or director of the Company;

(2) prepare and execute any other forms or amendments to such forms as he or she determines, in his or her discretion, that are required or advisable to be filed under Section 16, as amended, and related rules and regulations, including any successor laws and regulations, as a consequence of the undersigned's status as a director or as a result of the undersigned's ownership, acquisition or disposition of securities of the Company; and

(3) undertake all acts necessary in order to file and submit such forms to the U.S. Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact deems appropriate.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned hereby ratifies and confirms all acts that each of the attorneys-in-fact and agents do or cause to be done by virtue of this Power of Attorney. The undersigned acknowledges that each of the attorneys-in-fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4, and 5 or to report holdings of, and transactions in, securities issued by the Company, or until the undersigned revokes this Power of Attorney by delivering to the Company a signed revocation in writing to the Company and to each of the attorneys-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 23rd day of June, 2016.

/s/ Arve Hanstveit Arve Hanstveit