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

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 [*] STROUD ANDREW B JR				2. Issuer Name and Ticker or Trading Symbol Energy Recovery, Inc. [ERII]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O ENERGY RE	(First)	(Middle)	3. Date of 09/07/20	Earliest Transactio	on (Monti	h/Day/	/Year)	x	Director Officer (give title below) VP, Huma	10% Owner Other (specify below) 1 Resources				
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				
(Street) SAN LEANDRO CA 94577									X	Form filed by One Form filed by More		ng Person		
(City)	(State)	(Zip)												
		Table I - Non	-Derivative S	ecurities Acq	uired, I	Disp	osed of, or	Benefic	ially Ow	rned				
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Ad Disposed Of (D			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock			09/07/2016		М		7,655	Α	\$2.75	21,896	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

D

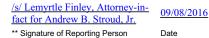
7,655

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		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	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	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$2.75	09/07/2016		x			7,655	(1)	03/09/2025	Common Stock	7,655	\$ <mark>0</mark>	166,749	D	

Explanation of Responses:

Common Stock

1. The options were exercised in accordance with an approved 10b5-1 plan dated 8/11/16. These options were originally granted as part of a larger option award on 3/10/2015. 25% of the option award became vested on the 1st anniversary of the vesting start date of 03/10/2015; thereafter, the remaining 75% vest 1/36th per month. The entire award may become fully vested on 03/10/2019.



\$14

D

14,241

D

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).

09/07/2016

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.

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