

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 * <u>Smith Emily</u> (Last) (First) (Middle) <u>C/O ENERGY RECOVERY</u> <u>1717 DOOLITTLE DRIVE</u> (Street) <u>SAN LEANDRO CA 94577</u> (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) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP, Corporate Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/05/2019</u>	

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 ⁽¹⁾⁽²⁾	01/31/2019		A		18,092	A	\$7.6	61,559	D	
Common Stock ⁽³⁾	02/05/2019		F		1,441	D	\$8.424 ⁽⁴⁾	60,118	D	
Common Stock ⁽⁵⁾	02/04/2019		F		1,932	D	\$7.6701 ⁽⁶⁾	58,186	D	
Common Stock ⁽⁵⁾	02/05/2019		F		1,410	D	\$7.7463 ⁽⁶⁾	56,776	D	

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						Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$7.6	01/31/2019		A		30,293		(7)	01/31/2029	Common Stock	30,293	\$0	30,293	D	

Explanation of Responses:

- Each restricted stock unit represents the right to receive, at settlement, one (1) share of the Company's Common Stock.
- The restricted stock unit award was granted on January 31, 2019 and vests 25% on each of the first four anniversaries of the grant date.
- Payment of tax obligation by withholding securities incident to the vesting of the securities in accordance with Rule 16b-3(e).
- Represents the weighted average stock price of the shares withheld to cover the tax obligation for each restricted stock unit award vesting.
- Payment of tax obligation by selling securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- Represents the weighted average stock price of the shares sold to cover the tax obligation for restricted stock unit award vesting.
- This employee stock option was granted on January 31, 2019. 25% of the options will vest on the 1st anniversary of the grant date; thereafter, the remaining 75% vest 1/36th per month.

/s/ William Yeung, Attorney-in-Fact for Emily Smith 03/18/2019

** 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.

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