

Johannessen Fred Olav
Form 4
June 02, 2009

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johannessen Fred Olav

(Last) (First) (Middle)

C/O ENERGY RECOVERY,
INC., 1908 DOOLITTLE DRIVE

(Street)

SAN LEANDRO, CA 94577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Energy Recovery, Inc. [ERII]

3. Date of Earliest Transaction
(Month/Day/Year)

06/01/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	06/01/2009		S ⁽¹⁾		25,000	D \$ 7.7479 ⁽²⁾	1,039,500	D
Common Stock	06/01/2009		S		15,000	D \$ 7.7505 ⁽³⁾	167,400	I
Common Stock	06/01/2009		S		7,000	D \$ 7.7488 ⁽⁴⁾	279,000	I
Common Stock	06/01/2009		S		7,000	D \$ 7.7546	208,800	I
								By Gallissas Ltd.
								By Kalamaris Invest AG
								By Logar AS

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(5)

Common Stock	33,012	I	By Osip ApS
Common Stock	25,000	I	By Spouse
Common Stock	120,000	I	By Child

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Johannessen Fred Olav C/O ENERGY RECOVERY, INC. 1908 DOOLITTLE DRIVE SAN LEANDRO, CA 94577	X

Signatures

/s/Carolyn Bostick, attorney-in-fact for Fred Olav
Johannessen

06/02/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 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.

(2) This figure is the weighted average sales price of multiple trades ranging from \$7.56 to \$8.00 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.

(3) This figure is the weighted average sales price of multiple trades ranging from \$7.57 to \$7.99 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.

(4) This figure is the weighted average sales price of multiple trades ranging from \$7.57 to \$7.99 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.

(5) This figure is the weighted average sales price of multiple trades ranging from \$7.57 to \$7.99 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.

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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