

Johannessen Fred Olav  
Form 4  
March 04, 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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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)

03/02/2009

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	03/02/2009		S <sup>(1)</sup>		1,100 D \$ 6	1,148,900	D
Common Stock	03/02/2009		S		2,560 D \$ 6.01	1,146,340	D
Common Stock	03/02/2009		S		3,400 D \$ 6.02	1,142,940	D
Common Stock	03/02/2009		S		6,400 D \$ 6.03	1,136,540	D
Common Stock	03/02/2009		S		740 D \$ 6.04	1,135,800	D

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Common Stock	03/02/2009	S	1,200	D	\$ 6.05	1,134,600	D
Common Stock	03/02/2009	S	100	D	\$ 6.06	1,134,500	D
Common Stock	03/02/2009	S	500	D	\$ 6.06	1,134,000	D
Common Stock	03/02/2009	S	4,000	D	\$ 6.08	1,130,000	D
Common Stock	03/02/2009	S	400	D	\$ 6.09	1,129,600	D
Common Stock	03/02/2009	S	400	D	\$ 6.1	1,129,200	D
Common Stock	03/02/2009	S	700	D	\$ 6.11	1,128,500	D
Common Stock	03/02/2009	S	100	D	\$ 6.13	1,128,400	D
Common Stock	03/02/2009	S	400	D	\$ 6.15	1,128,000	D
Common Stock	03/02/2009	S	1,200	D	\$ 6.2	1,126,800	D
Common Stock	03/02/2009	S	260	D	\$ 6.22	1,126,540	D
Common Stock	03/02/2009	S	140	D	\$ 6.24	1,126,400	D
Common Stock	03/02/2009	S	700	D	\$ 6.25	1,125,700	D
Common Stock	03/02/2009	S	200	D	\$ 6.27	1,125,500	D
Common Stock	03/02/2009	S	400	D	\$ 6.36	1,125,100	D
Common Stock	03/02/2009	S	100	D	\$ 6.4	1,125,000	D

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

**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 control number.**

SEC 1474  
(9-02)

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

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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

03/04/2009

\_\_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.

### Remarks:

This is the first of three Form 4s to be filed, as the number of transactions to be reported on Table 1 exceeds the number of lines available.

### Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.