

Siebert Eric
 Form 4/A
 March 18, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Siebert Eric

(Last) (First) (Middle)
 C/O ENERGY RECOVERY, 1717 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)
 01/31/2019

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/05/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Oil and Gas

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 Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock <u>(1)</u> <u>(2)</u> | 01/31/2019 | | A | | \$ 7.6 | D | |
| Common Stock <u>(3)</u> | 02/05/2019 | | F | | 21,381 | D | |
| Common Stock <u>(5)</u> | 02/04/2019 | | F | | 1,428 | D | |
| Common Stock <u>(5)</u> | 02/05/2019 | | F | | 2,268 | D | |
| Common Stock <u>(5)</u> | 02/05/2019 | | F | | 1,665 | D | |

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- (5) Payment of tax obligation by selling securities incident to the vesting of securities in accordance with Rule 16b-3(e).
- (6) Represents the weighted average stock price of the shares sold to cover the tax obligation for restricted stock unit award vesting.
- (7) 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.

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