

Audrey Bold  
 Form 3  
 March 08, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *  |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â Audrey Bold                              |         | (Month/Day/Year)                     | Energy Recovery, Inc. [ERII]                     |  |
| (Last)                                     | (First) | (Middle)                             | 02/26/2013                                       |  |
| C/O ENERGY RECOVERY,Â 1717 DOOLITTLE DRIVE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| (Street)                                   |         |                                      | (Check all applicable)                           |  |
| SAN LEANDRO,Â CAÂ 94577                    |         |                                      | ___ Director ___ 10% Owner                       | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City)                                     | (State) | (Zip)                                | __X__ Officer ___ Other                          | _X_ Form filed by One Reporting Person                     |
|  |         |                                      | (give title below) (specify below)               | ___ Form filed by More than One Reporting Person           |
|  |         |                                      | Chief Marketing Officer                          |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

**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.**

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

|  |  |   |  |  |   |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of                                  |   |

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|   |       |            |                 | Shares |         | or Indirect<br>(I)<br>(Instr. 5) |   |
|---|-------|------------|-----------------|--------|---------|----------------------------------|---|
| Employee Stock Option<br>(Right to Buy) | Â (1) | 12/15/2015 | Common<br>Stock | 625    | \$ 1    | D                                | Â |
| Employee Stock Option<br>(Right to Buy) | Â (2) | 06/28/2017 | Common<br>Stock | 30,000 | \$ 5    | D                                | Â |
| Employee Stock Option<br>(Right to Buy) | Â (3) | 09/03/2018 | Common<br>Stock | 16,187 | \$ 9.22 | D                                | Â |
| Employee Stock Option<br>(Right to Buy) | Â (4) | 09/04/2019 | Common<br>Stock | 6,000  | \$ 5.25 | D                                | Â |
| Employee Stock Option<br>(Right to Buy) | Â (5) | 02/16/2022 | Common<br>Stock | 13,274 | \$ 2.46 | D                                | Â |
| Employee Stock Option<br>(Right to Buy) | Â (6) | 12/12/2022 | Common<br>Stock | 44,360 | \$ 3.28 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Audrey Bold<br>C/O ENERGY RECOVERY<br>1717 DOOLITTLE DRIVE<br>SAN LEANDRO, CA 94577 | Â             | Â         | Â Chief Marketing Officer | Â     |

## Signatures

/s/ Lemyrtle E. Thompson, Attorney-in-fact for  
Audrey Bold

03/08/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares were fully vested and exercisable as of 12/15/2009;
- (2) Shares were fully vested and exercisable as of 06/28/2011;
- (3) Share were fully vested and exercisable as of 07/01/2012;
- (4) 25% of the shares fully vest on the 1st anniversary of vesting start date of 09/04/2009; Thereafter shares vest 1/48th per month.
- (5) 25% of the shares full vest on the 1st anniversary of vesting start date of 02/16/2012; Thereafter shares vest 1/48th per month.
- (6) 25% of the shares fully vest on the 1st anniversary of vesting start date of 11/01/2012; Thereafter shares vest 1/48th per month.

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.