

WORLDWATER & SOLAR TECHNOLOGIES CORP.
 Form 4
 January 05, 2009

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 *
 EMCORE CORP

2. Issuer Name and Ticker or Trading Symbol
 WORLDWATER & SOLAR TECHNOLOGIES CORP. [WWAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 10420 RESEARCH ROAD, SE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2008

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

ALBUQUERQUE,, NM 87123
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3) Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Series D Convertible Preferred Stock <u>(1)</u>	\$ 0.276 <u>(2)</u> 12/31/2008	S		2,892,857		<u>(3)</u>	<u>(3)</u>	Common Stock	14
Warrants to purchase Series D Convertible Preferred Stock <u>(5)</u>	\$ 0.317 <u>(6)</u> 12/31/2008	S		305,044		11/29/2006	11/29/2016	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMCORE CORP 10420 RESEARCH ROAD, SE ALBUQUERQUE,, NM 87123	X			

Signatures

/s/ Keith Kosco, Secretary, on behalf of EMCORE Corporation	01/05/2009
**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) Each share of Series D Convertible Preferred stock is convertible into ten shares of common stock.
- (2) This is subject to adjustment as set forth in a Certificate of Designation filed with the Delaware Secretary of State on November 29, 2006.
- (3) The Series D Convertible Preferred stock is convertible at any time, at the election of the holder, and has no expiration date.
- (4) Price of warrant is included in the price of the Series D Convertible Preferred stock.
- (5) Each warrant may be exercised for one share of Series D Convertible Preferred stock. Each share of Series D Convertible Preferred stock is convertible into ten shares of common stock.
- (6) Subject to adjustment as provided in the warrant.

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.