INSITUFORM TECHNOLOGIES INC Form DFAN14A May 09, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

| Filed by the Registrant [] | |
|--|---|
| Filed by a Party other than the Registrant [X] | |
| Check the appropriate box: | |
| | |
| Preliminary Proxy Statement Confidential, for Use of the Commission Onling Definitive Proxy Statement Definitive Additional Materials | ly (as permitted by Rule 14a-6(e)(2)) |
| [] Soliciting Material Pursuant to §240.14a-12 | INSITUFORM TECHNOLOGIES, INC. |
| (1) | Jame of Registrant as Specified In Its Charter) |
| | Water Asset Management LLC |
| | Water Investment Advisors (Cayman), Ltd. |
| | TRF Master Fund (Cayman) LP |
| | Alfonse M. D. Amato |
| | Matthew J. Diserio |
| | Disque D. Deane Jr. |
| | Richard Onses |
| | Nickolas W. Vande Steeg |

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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| Payment of Filing Fee (Check the appropriate box): | | | |
|--|----|---|--|
| [X] | | fee required. computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11. | |
| | 1) | Title of each class of securities to which transaction applies: | |
| | 2) | Aggregate number of securities to which transaction applies: | |
| | 3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): | |

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| | 4) | Proposed maximum aggregate value of transaction: |
|------------|----|---|
| | 5) | Total fee paid: |
| [] [] | Ch | e paid previously with preliminary materials. eck box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fees paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing. |
| | 1) | Amount Previously Paid |
| | 2) | Form, Schedule or Registration Statement No.: |
| | 3) | Filing Party: |
| | 4) | Date Filed: |

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| On May 9, 2008, Water Asset Management LLC issued a press release, a copy of which is attached hereto as Exhibit 1 and is incorporated herein by reference. | | |
|---|--|--|
| | * * * * | |
| Exhibit Index | c: | |
| | | |
| | | |
| Exhibit 1 | Press Release of Water Asset Management LLC, dated May 9, 2008 | |