

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

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

INSITUFORM TECHNOLOGIES, INC.

(Name 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)



4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check 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 fee was 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:

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:

-----

Exhibit 1    Press Release of Water Asset Management LLC, dated May 9, 2008