

WORLDWATER &amp; POWER CORP

Form 3

December 07, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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 \*

Â EMCORE CORP

(Last) (First) (Middle)

145 BELMONT  
DRIVE,Â SOMERSET

(Street)

NEW JERSEY,Â NJÂ 08873

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/29/2006

3. Issuer Name and Ticker or Trading Symbol

WORLDWATER &amp; POWER CORP [WWAT]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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 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)

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**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)

Date Exercisable    Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title    Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect (I)6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

(Instr. 5)

|                                                                            |              |              |                 |            |                     |   |   |
|----------------------------------------------------------------------------|--------------|--------------|-----------------|------------|---------------------|---|---|
| Series D Preferred<br>Convertible Stock                                    | Â <u>(1)</u> | Â <u>(1)</u> | Common<br>Stock | 48,928,570 | \$ 0.276 <u>(2)</u> | D | Â |
| Warrants to purchase<br>Series D Preferred<br>Convertible Stock <u>(3)</u> | 11/29/2006   | 11/29/2016   | Common<br>Stock | 5,050,440  | \$ 0.317 <u>(4)</u> | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                      | Director      | 10% Owner | Officer | Other |
| EMCORE CORP<br>145 BELMONT DRIVE<br>SOMERSET<br>NEW JERSEY, NJ 08873 | Â             | Â X       | Â       | Â     |

## Signatures

Howard W.  
Brodie

12/07/2006

    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) The Series D Preferred Convertible Stock is convertible at any time, at the holder's election, and has no expiration date.
- (2) Subject to adjustment as set forth in the Certificate of Designation.
- (3) The Warrants may be exercised for 505,044 shares of Series D Preferred Convertible Stock, which is convertible into 5,050,440 shares of common stock
- (4) 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.