

WORLDWATER & POWER CORP  
 Form 3  
 December 07, 2006

**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 <b>and</b> Ticker or Trading Symbol  |  |
| Â EMCORE CORP                             |         |          | (Month/Day/Year)                     |  | WORLDWATER & POWER CORP [WWAT]  |  |
| (Last)                                    | (First) | (Middle) | 11/29/2006                           |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| 145 BELMONT DRIVE,Â SOMERSET              |         |          |                                      |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (Street)                                  |         |          |                                      |  | (Check all applicable)  |  |
| NEW JERSEY,Â NJÂ 08873                    |         |          |                                      |  | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)                   |  |
| (City)                                    | (State) | (Zip)    |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |

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

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

(Instr. 5)

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