

URANERZ ENERGY CORP.
Form 4
March 04, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
HIGGS DENNIS LYLE

(Last) (First) (Middle)

SUITE 1410, 800 WEST PENDER STREET

(Street)

VANCOUVER, A1 V6C 2V6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
URANERZ ENERGY CORP. [URZ]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title |
|----------------------|------------------------------|------------------|-----------------|-----------------|---------|------------------|-----------------|---------------|
| | | | | (A) | (D) | | | |
| Common share options | \$ 0.75 | 03/03/2010 | J | | 350,000 | 01/06/2006 | 01/06/2011 | Common shares |
| Common share options | \$ 3.2 | 03/03/2010 | J | | 250,000 | 01/26/2007 | 01/26/2012 | Common shares |
| Common share options | \$ 2.64 | 03/03/2010 | J | | 125,000 | 01/07/2008 | 01/07/2013 | Common shares |
| Common share options | \$ 0.65 | 03/03/2010 | J | | 140,000 | 01/05/2009 | 01/05/2014 | Common shares |
| Common share options | \$ 0.65 | 03/03/2010 | J | 140,000 | | 01/05/2009 | 01/05/2019 | Common shares |
| Common share options | \$ 2.64 | 03/03/2010 | J | 125,000 | | 01/07/2008 | 01/07/2018 | Common shares |
| Common share options | \$ 3.2 | 03/03/2010 | J | 250,000 | | 01/26/2007 | 01/26/2017 | Common shares |
| Common share options | \$ 0.75 | 03/03/2010 | J | 350,000 | | 01/06/2006 | 01/06/2016 | Common shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HIGGS DENNIS LYLE SUITE 1410 800 WEST PENDER STREET VANCOUVER, A1 V6C 2V6 | X | | Chairman of the Board | |

Signatures

Dennis Higgs 03/04/2010

**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).

Remarks:

The expiry period of Mr. Higgs' options was extended to ten years from the original grant date. This has been reported as a car

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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