

HARTMAN GEORGE J
 Form 4
 March 24, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HARTMAN GEORGE J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1220 ELKHORN VALLEY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2006

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

CASPER, WY 82609

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. ...
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)	(Instr. 3 and 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock options	\$ 0.51	01/06/2006	A		13,700		01/06/2006	01/06/2011	stock options	13,700
stock options	\$ 0.55	01/06/2006	A		29,000		01/06/2006	01/06/2011	stock options	29,000
stock options	\$ 0.7	01/06/2006	A		15,700		01/06/2006	01/06/2011	stock options	15,700
stock options	\$ 1.4	01/06/2006	A		2,900		01/06/2006	01/06/2011	stock options	2,900
stock option	\$ 1.05	01/06/2006	A		11,400		01/06/2006	01/06/2011	stock option	11,400
stock option	\$ 1.01	01/06/2006	A		10,900		01/06/2006	01/06/2011	stock option	10,900
stock option	\$ 0.7	01/27/2006	A		12,800		01/27/2006	01/27/2011	stock option	12,800
stock option	\$ 0.97	01/27/2006	A		14,400		01/27/2006	01/27/2011	stock option	14,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTMAN GEORGE J 1220 ELKHORN VALLEY DRIVE CASPER, WY 82609	X		vice President	

Signatures

George Hartman 03/24/2006
 **Signature of Date
 Reporting Person

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).

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.