

URANERZ ENERGY CORP.
Form 4/A
December 14, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

1220 ELKHORN VALLEY DRIVE

(Street)

CASPER, WY 82609

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
12/11/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

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)	(A) or (D)	5. Amount or Price	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)
common shares	12/08/2006		M	13,700	A	\$ 0.51	526,500	D	
common stock	12/08/2006		M	29,000	A	\$ 0.55	555,500	D	
common stock	12/08/2006		M	15,700	A	\$ 0.7	571,200	D	
common shares	12/08/2006		M	2,900	A	\$ 1.4	574,100	D	
common stock	12/08/2006		M	11,400	A	\$ 1.05	585,500	D	

Edgar Filing: URANERZ ENERGY CORP. - Form 4/A

common stock	12/08/2006	M	10,900	A	\$ 1.01	596,400	D
common shares	12/08/2006	M	14,400	A	\$ 0.97	610,800	D
common shares	12/08/2006	M	6,800	A	\$ 1.48	617,600	D
common shares	12/08/2006	M	5,000	A	\$ 1.57	622,600	D
common stock	12/08/2006	M	2,600	A	\$ 1.7	625,200	D
common stock	12/08/2006	M	3,000	A	\$ 2.5	628,200	D
common stock	12/08/2006	M	2,800	A	\$ 2.65	631,000	D

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

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.

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock option	\$ 0.51	12/08/2006		M	13,700	12/08/2006	01/06/2011	stock option	13,700
stock option	\$ 0.55	12/08/2006		M	29,000	12/08/2006	01/06/2011	stock option	29,000
stock option	\$ 0.7	12/08/2006		M	15,700	12/08/2006	01/06/2011	stock option	15,700
stock option	\$ 1.4	12/08/2006		M	2,900	12/08/2006	01/06/2011	stock option	2,900
stock option	\$ 1.05	12/08/2006		M	11,400	12/08/2006	01/06/2011	stock option	11,400

Edgar Filing: URANERZ ENERGY CORP. - Form 4/A

stock option	\$ 1.01	12/08/2006	M	10,900	12/08/2006	01/06/2011	stock option	10,900	\$
stock option	\$ 0.97	12/08/2006	M	14,400	12/08/2006	01/27/2011	stock option	14,400	\$
stock option	\$ 1.48	12/08/2006	M	6,800	12/08/2006	04/04/2011	stock option	6,800	\$
stock option	\$ 1.57	12/08/2006	M	5,000	12/08/2006	04/05/2011	stock option	5,000	\$
stock option	\$ 1.7	12/08/2006	M	2,600	12/08/2006	06/05/2011	stock option	2,600	\$
stock option	\$ 2.5	12/08/2006	M	3,000	12/08/2006	06/05/2011	stock option	3,000	\$
stock option	\$ 2.65	12/08/2006	M	2,800	12/08/2006	06/19/2011	stock option	2,800	\$

Reporting Owners

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

Signatures

George Hartman 12/14/2006

__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.