

HARTMAN GEORGE J  
 Form 4  
 October 17, 2011

**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. [URZ]**

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)  
**10/13/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec. VP and COO

**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)	Price		
Common Shares	10/13/2011		M	V	9,200 A \$ 0.75	761,100	D
Common Shares	10/13/2011		S		9,200 D \$ 2	751,900	D
Common Shares	10/14/2011		M		4,300 A \$ 0.75	756,200	D
Common Shares	10/14/2011		S		4,300 D \$ 2.01	751,900	D
Common Shares	10/14/2011		M		5,876 A \$ 0.75	757,776	D

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Common Shares 10/14/2011 S 5,876 D \$ 2 751,900 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.**

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(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. Amount or Number of Shares
Common Share Options	\$ 0.75	10/13/2011		M	9,200	01/06/2006 01/06/2016	Common Shares	9,200
Common Share Options	\$ 0.75	10/14/2011		M	4,300	01/06/2006 01/06/2016	Common Shares	4,300
Common Share Options	\$ 0.75	10/14/2011		M	5,876	01/06/2016 01/06/2016	Common Shares	5,876

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTMAN GEORGE J 1220 ELKHORN VALLEY DRIVE CASPER, WY 82609	X		Exec. VP and COO	

## Signatures

George Hartman 10/17/2011

\*\*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:

Each of the reported transactions was made pursuant to Mr. Hartman's Automatic Sales Disposition (Rule 10B5-1) Plan.

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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