

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

(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	

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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.

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**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)	
					V	(A) (D)	Date Exercisable	Expiration Date			
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	\$

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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.

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