

LEBOE BENJAMIN
Form 4
March 03, 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 *
LEBOE BENJAMIN

(Last) (First) (Middle)

16730 CARRS LANDING
RD, LAKE COUNTRY, BRITISH
COLUMBIA

(Street)

CANADA V4V 1B2, A1 00000

(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
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial 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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title and Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|----------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|----------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | |
|----------------------|--|----------------------|-----------------|--|---------|------------------|------------------|------------------|---------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Common share options | \$ 1.96 | 03/03/2010 | J | | 100,000 | | 05/23/2006 | 05/23/2011 | Common shares |
| Common share options | \$ 3.2 | 03/03/2010 | J | | 125,000 | | 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 | | 56,000 | | 01/05/2009 | 01/05/2014 | Common shares |
| Common share options | \$ 0.65 | 03/03/2010 | J | 56,000 | | | 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 | 125,000 | | | 01/26/2007 | 01/26/2017 | Common shares |
| Common share options | \$ 1.96 | 03/03/2010 | J | 100,000 | | | 05/23/2006 | 05/23/2016 | Common shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEBOE BENJAMIN 16730 CARRS LANDING RD LAKE COUNTRY, BRITISH COLUMBIA CANADA V4V 1B2, A1 00000 | | | Chief Financial Officer | |

Signatures

Benjamin Leboe 03/03/2010

**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 each of the options held by Mr. Leboe was extended to ten years from the original grant date. This has be

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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