

URANERZ ENERGY CORP.

Form 4

October 30, 2014

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 *
HIGGS DENNIS LYLE

(Last) (First) (Middle)

SUITE 1410, 800 WEST PENDER STREET

(Street)

VANCOUVER, A1 V6C 2V6

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Chairman

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)	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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	10/28/2014		J ⁽¹⁾		1,870,000	D	\$ 0
					2,005,000	D	

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy)	\$ 1.22	10/28/2014		<u>J(1)</u>		107,500		07/12/2013	07/11/2023	Common Stock	107,500
Employee Stock Option (right to buy)	\$ 1.32	10/28/2014		<u>J(1)</u>		67,500		12/17/2012	12/16/2022	Common Stock	67,500
Employee Stock Option (right to buy)	\$ 1.89	10/28/2014		<u>J(1)</u>		67,500		12/12/2011	12/11/2021	Common Stock	67,500
Employee Stock Option (right to buy)	\$ 1.33	10/28/2014		<u>J(1)</u>		35,000		01/05/2010	01/04/2020	Common Stock	35,000
Employee Stock Option (right to buy)	\$ 0.65	10/28/2014		<u>J(1)</u>		20,000		01/05/2009	01/05/2019	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 2.64	10/28/2014		<u>J(1)</u>		62,500		01/07/2008	01/07/2018	Common Stock	62,500
Employee Stock Option (right to buy)	\$ 0.75	10/28/2014		<u>J(1)</u>		75,000		01/06/2006	01/06/2016	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGGS DENNIS LYLE SUITE 1410, 800 WEST PENDER STREET VANCOUVER, A1 V6C 2V6	X		Executive Chairman	

Signatures

/s/ Dennis Lyle
Higgs

10/29/2014

**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).

(1) Transfer to spouse as a result of separation agreement.

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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