KIRCHNER GERHARD F

Form 4

August 26, 2008

FORM 4

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

OMB Number:

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Expires:

January 31,

2005

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Re KIRCHNER GERHAI		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		URANERZ ENERGY CORP. [URZ]	(Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	X Director 10% Owner			
330 - 325 KEEVIL CRESCENT		08/19/2008	Officer (give title below) Other (specify below)			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SASKATOON, A9 S7N 4R8			Form filed by More than One Reporting Person			

d, Disposed of, or Beneficially Owned
mount of 6. Ownership 7. Nature of
rities Form: Direct Indirect
eficially (D) or Beneficial
ed Indirect (I) Ownership
owing (Instr. 4) (Instr. 4)
orted
saction(s)
r. 3 and 4)
550 D
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,000 D
ed Indirect (I) Owr owing (Instr. 4) (Instructed saction(s)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KIRCHNER GERHARD F 330 - 325 KEEVIL CRESCENT SASKATOON, A9 S7N 4R8	X					

Signatures

GERHARD 08/26/2008 **KIRCHNER** Date

**Signature of Reporting

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.

2 Reporting Owners