URANERZ ENERGY CORP.

Form 4

September 24, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

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Check this box

Form 5 obligations may continue. See Instruction

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 Add KIRCHNER		_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	URANERZ ENERGY CORP. [urz] 3. Date of Earliest Transaction			
	, ,	, , , ,	(Month/Day/Year)	X Director 10% Owner		
PO BOX 196			09/22/2008	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		
MONT NEBO, A9 S0J 1X0				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Toble I Non Derivative Securities Acc	quired Disposed of ar Ropoficially Owner		

(City)	(State) ((Zip) Table	e I - Non-D	erivative Secu	rities Ac	quired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securities A	*		6. Ownership	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	ion(A) or Disposed of (D)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and	15)	Owned	Indirect (I)	Ownership
						Following Reported	(Instr. 4)	(Instr. 4)
				(A) or		Transaction(s)		
			Code V	Amount (D)	Price	(Instr. 3 and 4)		
common shares	09/23/2008		S	7,862 D	\$ 1.73	327,148	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)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc Expiration D		7. Title and Amount of		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/Teat)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ re		Underlying Securities (Instr. 3 and	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amo or Num of	nber	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
KIRCHNER GERHARD F PO BOX 196 MONT NEBO, A9 S0J 1X0	X						

Signatures

GERHARD KIRCHNER 09/24/2008

**Signature of Reporting Date
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. 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.

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