URANERZ ENERGY CORP.

Form 4/A

September 26, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

wasnington, D.C. 20549

Expires: January 31, 2005

subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

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 esponse...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KIRCHNER GERHARD F			2. Issuer Name and Ticker or Trading Symbol				ng	5. Relationship of Reporting Person(s) to Issuer			
			URANERZ ENERGY CORP. [URZ]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
			(Month/D	ay/Year)				_X_ Director	10%	6 Owner	
PO BOX 19	06		09/22/20	800				Officer (giv below)	e titleOth below)	er (specify	
(Street)			4. If Ame	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 Form filed by More than One Reporting Person			
			09/24/20	09/24/2008							
MONT NEBO, A9 S0J 1X0											
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Da	ite 2A. Dee	emed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year	e) Execution	on Date, if	Transactio	on(A) or D	ispose	d of	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(D)			Beneficially	(D) or	Beneficial	
		(Month/	'Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
common shares	09/24/2008			S	8,978	D	\$ 1.73	326,032	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	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	X					
MONT NEBO, A9 S0J 1X0						

Signatures

GERHARD 09/26/2008 KIRCHNER

**Signature of Reporting 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).

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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