URANERZ ENERGY CORP.

Form 4

February 19, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 Reporting Person * KIRCHNER GERHARD F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

URANERZ ENERGY CORP. [URZ]

(Month/Day/Year)

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

X_ Director

10% Owner

PO BOX 196

02/15/2014

Other (specify below)

Officer (give title

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Person

MONT NEBO, A9 S0J 1X0

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Middle)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Reported Transaction(s)

or (Instr. 3 and 4)

(A)

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)

(Instr. 4)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3) Price of

3. Transaction Date 3A. Deemed Conversion (Month/Day/Year) or Exercise

Execution Date, if

(Month/Day/Year)

5. Number of 4. **TransactionDerivative** Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security			or Dispose (D) (Instr. 3, 4 and 5)		r. 3, 4,	of				
			Code N	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Share options	\$ 3.2	02/15/2014	J			60,000	01/26/2007	01/26/2017	Common shares	60,000	
Common share options	\$ 3.98	02/15/2014	J			35,000	01/10/2011	01/09/2021	Common shares	35,000	
Common share options	\$ 3.21	02/15/2014	J			28,000	04/08/2011	04/07/2021	Common shares	28,000	

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

**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:

Options reported as disposed of were voluntarily surrendered by the reporting person.

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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