

Holmes Richard W
 Form 4
 March 03, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Holmes Richard W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2611 TANBRIDGE ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/03/2010

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

CHARLOTTE, NC 28226

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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Derivative Security	(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title
	Code	V	(A) (D)			
Common share options	\$ 1.96	03/03/2010	J	130,000	05/23/2006 05/23/2011	Common shares
Common share options	\$ 3.2	03/03/2010	J	45,000	01/26/2007 01/26/2012	Common shares
Common share options	\$ 2.64	03/03/2010	J	35,000	01/07/2008 01/07/2013	Common shares
Common shares	\$ 0.65	03/03/2010	J	37,500	01/05/2009 01/05/2014	Common shares
Common share options	\$ 0.65	03/03/2010	J	37,500	01/05/2009 01/05/2019	Common shares
Common share options	\$ 2.64	03/03/2010	J	35,000	01/07/2008 01/07/2018	Common shares
Common share options	\$ 3.2	03/03/2010	J	45,000	01/26/2007 01/26/2017	Common shares
Common share options	\$ 1.96	03/03/2010	J	130,000	05/23/2006 05/23/2016	Common shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes Richard W 2611 TANBRIDGE ROAD CHARLOTTE, NC 28226	X			

Signatures

Richard Holmes 03/03/2010
 **Signature of Date
 Reporting 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).

Remarks:

The expiry period of options held by Mr. Holmes was extended to a term of ten years from their original grant date. This has b

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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