**SAXTON PAUL** Form 4

February 21, 2006

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **SAXTON PAUL** 

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

URANERZ ENERGY CORP.

(Middle)

[URNZ]

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

01/06/2006

(Check all applicable) X\_ Director 10% Owner

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Officer (give title Other (specify below)

PO BOX 93006, CAUFIELD **VILLAGE** 

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

W VANCOUVER BC, A1 V7W 3G4

(City)

(State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 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 (I) (Instr. 4) (Instr. 4)

Transaction(s)

Reported (A) or

(Instr. 3 and 4) 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 **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)

#### Edgar Filing: SAXTON PAUL - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	<ol><li>Date Exerci</li></ol>	sable and	7. Title and	Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Da	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	(ear)	(Instr. 3 and	4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) o	or				
	Derivative				Disposed of (D	))				
	Security				(Instr. 3, 4, and	ĺ				
	·				5)					
				Code V		) Date	Expiration	Title	Amount o	
						Exercisable	Date		Number o	
									Shares	
stock	¢ 0.75	01/06/2006		<b>A</b>	150,000	01/06/2006	01/06/2011	common	150,000	
option	\$ 0.75	01/06/2006		Α	150,000	01/06/2006	01/06/2011	stock	150,000	

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		
XTON PAUL						
DOV 02006						

X

SAXTON PAUL PO BOX 93006 CAUFIELD VILLAGE W VANCOUVER BC, A1 V7W 3G4

## **Signatures**

Paul Saxton 02/21/2006

\*\*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).

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.

Deletionship

Reporting Owners 2